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<p style="text-align: center;">UNITED STATES BANKRUPTCY COURT CENTRAL DISTRICT OF CALIFORNIA – LOS ANGELES DIVISION</p>	
<p>In re:</p> <p>SEATON INVESTMENTS, LLC, <i>et al.</i></p> <hr/> <p><input checked="" type="checkbox"/> Affects All Debtors. <input type="checkbox"/> Affects Seaton Investments, LLC <input type="checkbox"/> Affects Colyton Investments, LLC <input type="checkbox"/> Affects Broadway Avenue Investments, LLC <input type="checkbox"/> Affects SLA Investments, LLC <input type="checkbox"/> Affects Negev Investments, LLC <input type="checkbox"/> Affects Alan Gomperts <input type="checkbox"/> Affects Daniel Halevy <input type="checkbox"/> Affects Susan Halevy</p> <p style="text-align: right;">Debtor(s).</p>	<p>LEAD CASE NO.: 2:24-bk-12079-VZ</p> <p>Jointly Administered with Case Nos.: 2:24-bk-12080-VZ; 2:24-bk-12081-VZ; 2:24-bk-12082-VZ; 2:24-bk-12091-VZ; 2:24-bk-12074-VZ; 2:24-bk-12075-VZ and 2:24-bk-12076-VZ</p> <p>CHAPTER: 11</p> <p style="text-align: center;">DISCLOSURE STATEMENT AND PLAN OF REORGANIZATION</p> <p style="text-align: center;">[11 U.S.C. §§ 1123, 1125]</p> <p><input type="checkbox"/> Initial Disclosure Statement and Plan <input checked="" type="checkbox"/> 1st Amended Disclosure Statement and Plan Dated October 31, 2024 <input type="checkbox"/></p> <p style="text-align: center;">For information on court hearings, see the separately filed notice(s) of hearing.</p>

On March 18, 2024 (the "Individual Petition Date"), Susan Halevy ("Susan" or "Susan Halevy"), Daniel Halevy ("Daniel" or "Daniel Halevy"), and Alan Gomperts ("Alan" or "Alan Gomperts," together with Susan and Daniel, the "Individual Debtors") each filed a voluntary bankruptcy petition under Chapter 11 of the Bankruptcy Code ("Code"). On March 19, 2024, (the "Corporate Petition Date"), Seaton Investments, LLC, ("Seaton"), Colyton Investments, LLC ("Colyton"), Broadway Avenue Investments, LLC ("Broadway"), SLA Investments, LLC ("SLA"), Negev Investments, LLC ("Negev," together with Seaton, Colyton, Broadway, and SLA, the "Corporate Debtors," and the Corporate Debtors, collectively with the Individual Debtors, the "Debtors"), each filed a voluntary bankruptcy petition under Chapter 11 of the Code.

This form Disclosure Statement and Plan of Reorganization ("**DS and Plan**") is both the Disclosure Statement ("**DS**") and the Plan of Reorganization ("**Plan**").

PROPONENT: The parties who filed the DS and Plan ("Proponents") are: ☒ Jointly by each of the Debtors, or ☐.

PLAN: The terms of the Plan, located at Sections **VIII – X**, comply with the requirements of 11 U.S.C. § 1123, including the proposed treatment of claims of the Debtors' creditors and, if applicable, the interests of shareholders or partners.

The Court has not yet confirmed the Plan, which means the terms of the Plan are not now binding on anyone; however, if the Plan is confirmed, the terms will bind the Debtors and any holders of claims or interests treated by the Plan.

DISCLOSURE STATEMENT: Sections **I – VII** and **XI** constitute the DS and describe the assumptions that underlie the Plan and how the Plan will be executed. The Proponents believe the DS meets the standard for adequate information set forth in 11 U.S.C. § 1125(a). **The information disclosed is for explanatory purposes only and is as accurate as possible.**

Any interested party desiring further information should contact the attorneys for Proponents identified above in the box at top left of this page, using the contact information provided.

NOTE ABOUT CITATIONS

“Chapter, section and §” references are to 11 U.S.C. §§ 101-1532 of the Bankruptcy Code.
“FRBP” references are to the Federal Rules of Bankruptcy Procedure.
“LBR” references are to the Local Bankruptcy Rules for the Central District of California.

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I. GENERAL DISCLAIMER

PLEASE READ THIS DOCUMENT CAREFULLY, INCLUDING THE ATTACHED EXHIBITS. IT EXPLAINS WHO IS ENTITLED TO VOTE TO ACCEPT OR REJECT THE PLAN, AND WHO IS ENTITLED TO FILE AN OBJECTION TO CONFIRMATION OF THE PLAN. IT ALSO IDENTIFIES THE TREATMENT THAT CLAIMANTS (CREDITORS) AND ANY INTEREST HOLDERS (SHAREHOLDERS OR PARTNERS) CAN EXPECT TO RECEIVE UNDER THE PLAN, IF THE PLAN IS CONFIRMED BY THE COURT.

ALL REFERENCES TO THE "DEBTOR" IN THE SINGULAR OR TO THE "DEBTORS" IN THE PLURAL ARE REFERENCES TO ALL OF THE DEBTORS. REFERENCES TO THE "CORPORATE DEBTORS" ARE TO ALL OF THE LLC DEBTORS COLLECTIVELY. REFERENCES TO THE "INDIVIDUAL DEBTORS" ARE TO ALAN GOMPERTS, DANIEL HALEVY, AND SUSAN HALEVY COLLECTIVELY.

THE SOURCES OF FINANCIAL DATA RELIED ON TO FORMULATE THIS DOCUMENT ARE IN **EXHIBIT A**, A DECLARATION. ALL REPRESENTATIONS ARE TRUE TO THE PROPONENT'S BEST KNOWLEDGE.

NO REPRESENTATIONS CONCERNING THE DEBTOR THAT ARE INCONSISTENT WITH INFORMATION CONTAINED IN THIS DS AND PLAN ARE AUTHORIZED EXCEPT TO THE EXTENT, IF AT ALL, THAT THE COURT ORDERS OTHERWISE.

AFTER CAREFULLY REVIEWING THIS DOCUMENT AND THE ATTACHED DECLARATIONS AND EXHIBITS, PLEASE REFER TO THE SEPARATELY FILED NOTICE OF DATES RELATED TO A HEARING ON MOTION TO APPROVE ADEQUACY OF THE DISCLOSURE STATEMENT, OR HEARING ON MOTION TO CONFIRM THE PLAN. EACH NOTICE WILL IDENTIFY DATES AND DEADLINES TO FILE A RESPONSE OR OTHER OBJECTION, OR TO SUBMIT A BALLOT IF YOU ARE ENTITLED TO VOTE ON THE PLAN.

II. TYPE OF PLAN OF REORGANIZATION; IMPORTANT DATES

Payments and treatments under the Plan have a starting date ("**Effective Date**"), a period of time after the Effective Date to continue payments ("**Plan Term**"), and a final payment date ("**Final Payment**").

Plan Type	Effective Date	Plan Term	Final Payment Date
<input type="checkbox"/> Liquidating: See Section V.A.2 below for anticipated sale(s) <input checked="" type="checkbox"/> Operating: See Section III below	<input checked="" type="checkbox"/> 14 days after order confirming Plan <input type="checkbox"/> Other date:	<input checked="" type="checkbox"/> 7 years; or <input type="checkbox"/> months	03/01/2032 (estimated)

III. DESCRIPTION OF DEBTOR'S PAST AND FUTURE BUSINESS AND EVENTS PRECIPITATING BANKRUPTCY FILING

A. **PAST AND FUTURE BUSINESS OPERATIONS:** The Corporate Debtors are organized as LLCs. The Debtors conducted 100% of its business activity in California since 1983. Before this case was commenced on (specify the "petition date") March 19, 2024 (Corporate Debtors) and March 18 (Individual Debtors), the Debtor,

- ☐ provided the following services for pay:
- ☐ manufactured or sold the following products:
- ☒ was in the business of renting real estate. (See Exhibit H for a detailed description of Debtor's property or properties including locations, square footage, occupancy rates, etc.)
- ☒ was in the business of developing real estate. (See Exhibit H for a detailed description of Debtor's property or properties including locations, size of lot(s), stage of development, etc.)
- ☐ other:

The Debtor ☒ will ☐ will not continue this course of conduct.

The Debtors: ☒ are not a small business debtor within the meaning of 11 U.S.C. §101(51)(d).

☐ is a small business debtor within the meaning of 11 U.S.C. §101(51)(d), please see Exhibit for information pertaining to 11 U.S.C. §1116 compliance.

B. FACTORS THAT LED TO FILING THIS BANKRUPTCY CASE (*Describe briefly*):

These Bankruptcy Cases present two real estate investments that require a restructuring to address defaults on their senior loans: (1) the buildings at 440 Seaton Street, Los Angeles, CA, 90013 (the “Seaton Building”), and 421 Colyton Street, Los Angeles, CA, 90013 (the “Colyton Building”), which together are operated as an economic unit (the “Seaton/Colyton Buildings”) and are owned by Debtors Seaton and Colyton, respectively; and (2) the building at 737 S. Broadway, Los Angeles, CA, 90014 (the “Broadway Building”), owned by Debtor Broadway.

The Individual Debtors have each jointly and severally guaranteed (1) certain debt owed to KDM California LLC (“KDM”) on account of KDM’s \$37.1 million in principal amount loaned jointly to Seaton and Colyton and secured by the Seaton/Colyton Buildings, and (2) approximately \$19.1 million of loans made by Archway Capital (“Archway”) on account of the Broadway Building (the “Broadway Loans”). The Individual Debtors’ guaranty liability to Archway is bifurcated into secured and unsecured tranches. Approximately \$15 million of Archway’s Broadway Loans are made directly to Broadway and guaranteed by the Individual Debtors without collateral. Approximately \$4 million of Archway’s Broadway Loans are made pursuant to three loans to related entities or groups and are secured by pledges of various real properties owned by the Individual Debtors: 1040 S. Los Angeles Street, Los Angeles, CA (owned and pledged by SLA), and 12800 Foxdale Drive, Desert Hot Springs, CA (owned and pledged by Negev).

Archway has commenced an action against the Individual Debtors where it has sought pre-judgment writs of attachment against Daniel Halevy and Alan Gomperts. Archway has also commenced foreclosure proceedings against the properties owned by the Individual Debtors, SLA, and Negev to recover on their guarantees and collateral. KDM has commenced an action against Seaton and Colyton for appointment of a receiver.

C. FUTURE FINANCIAL OUTLOOK: Proponent believes that the Debtors’ economic health has, or will, improve from its prebankruptcy state for the following reasons. (*Describe briefly*)

The Corporate Debtors – specifically Broadway, Seaton, and Colyton - are projecting to lease out vacant space that will drive cash flow and dramatically increase property values.

D. PROPOSED MANAGEMENT OF THE DEBTOR:

1. Names of persons who will manage the Debtor's business affairs:

The Individual Debtors will manage their own affairs. Alan Gomperts and Daniel Halevy will manage the affairs of the Corporate Debtors.

2. Proposed compensation to persons listed above:

Alan Gomperts - \$0; Daniel Halevy - \$12,000 / month

3. Qualifications of persons listed above:.

Alan Gomperts and Daniel Halevy have managed a family portfolio of residential and commercial real estate for more than 25 years. Through this experience they are familiar with real estate investment, real estate development, real estate management.

4. Affiliation of persons listed above to Debtors:

Alan Gomperts and Daniel Halevy are both Individual Debtors. Debtor Susan Halevy is mother to Daniel Halevy and three other non-debtor children, including Sharon Gomperts, wife of Alan Gomperts.

Seaton's membership consists of: (1) the Halevy Family Trust dated September 6, 2010 (the "Halevy Trust," Susan Halevy, beneficial owner); (2) the Gomperts and Halevy Family Trust (the "G&H Trust," Alan Gomperts and Sharon Gomperts, beneficial owners of community property); (3) Daniel Halevy; and (4) Simon Harkham.

Colyton is owned 100% by Susan Halevy as the beneficiary of the Halevy Trust.

Broadway's membership consists of: (1) the Halevy Trust (Susan Halevy, beneficial owner); The Gomperts Family Trust (Alan Gomperts and Sharon Gomperts, beneficial owners of community property); and (3) Daniel Halevy.

Negev is owned by the Halevy Trust.

SLA's membership consists of: (1) the Halevy Trust; (2) the G&H Trust; (3) Daniel Halevy; and (4) Simon Harkham.

5. Job description: Alan Gomperts – manager of financial affairs; Daniel Halevy – manager of operations

E. PROPOSED ☒ DISBURSING AGENT ☐ MULTI-PURPOSE POST-CONFIRMATION AGENT

will pay all amounts due under the Plan from a fund hereby authorized to be opened. This fund shall be maintained in a segregated, interest-bearing account in a depository approved by the United States trustee for the Central District of California for deposits of funds by trustees.

1. Name of person responsible for collecting money intended for distribution to claimants and transmitting it to claimants: Alan Gomperts
2. Disbursing agent's address: 264 S. Oakhurst Drive, Beverly Hills, CA 90212
3. Disbursing agent's phone number:
4. Proposed compensation for person listed above: None
5. Qualifications of person listed above: CFO
6. Affiliation of person listed above, to Debtor: Debtor
7. Job description: Collecting and disbursing plan payments

IV. DEFINITIONS AND PRELIMINARY INFORMATION

A. CLAIMS AND INTERESTS

A claim refers to all obligations of the Debtor or against property of the Debtor. Claims treated under the Plan are included whether the claim arose before or after the bankruptcy case was filed, and whether or not an obligation involves a cash payment. A claimant refers to holder of a claim treated under the Plan, even if the party did not file a proof of claim. An interest represents an ownership stake in the Debtor. An interest holder refers to holder of an interest treated under the Plan, even if the party did not file a proof of interest.

A claim or interest is allowed if it is (a) timely and properly scheduled or filed, and not objected to; (b) objected to, and was resolved by settlement of the parties or a court order, or (c) deemed allowed. A claim is deemed allowed if the claim is listed on the Debtor's schedules and is not scheduled as disputed, contingent, or unliquidated. An interest is deemed allowed if it is included on the list of equity security holders filed by the Debtor with the court and is not scheduled as disputed. **Allowed claims and interests are provided for in the Plan in the relevant category or class.**

A claim or interest is disallowed if it was timely objected to by a party in interest and the court ordered that the claim or interest be disallowed in part or entirely. **Disallowed claims and interests are not treated under the Plan.**

A claim or interest is disputed if a ruling on allowance has not been made, and (a) a proof of claim or interest has been filed or deemed filed and a party in interest has filed an objection; or (b) a proof of claim or interest has not been filed and the Debtor scheduled such claim or interest as disputed, contingent, unliquidated or unknown.

In this case, the deadline by which to file a proof of claim or interest was July 16, 2024 and the deadline by which to have an objection to claim or interest heard was: September 20, 2024. The status of the claims and interest objection process is that ☒ all objections to have been resolved, and no other objections are anticipated; or ☐ the objection process is pending, or will shortly begin, for the claims or interests identified in Exhibit B as having an objection pending and Proponent has filed the Motion for Order Approving Disclosure Statement with objections still pending because the bar date has not yet passed.

If the holder of a claim or interest wants to vote, but holds a claim or interest that has either (a) been objected to, or (b) has been scheduled by the Debtor as contingent, disputed, unliquidated, or unknown, and the holder has not filed a proof of claim or interest, the holder must file a motion to have its claim or interest allowed for voting purposes in time for that motion to be heard before the hearing on confirmation of the Plan.

No distribution will be made on the disputed portion of a claim or interest unless allowed by a final non-appealable order. FRBP 9019 authorizes the Debtor to settle disputed claims with court approval; but, court approval is not required if a proposed settlement does not exceed \$10,000. The Debtor is required to reserve funds to pay the amount claimants would receive if the claim is allowed in full (unless the court approves a different amount). To the extent a disputed claim is disallowed, (a) the funds that had been reserved for such claims will be distributed as provided in the Plan to other creditors of the same class (or as ordered by the court); or (b) if this box is checked ☒ then such funds will be distributed to the Debtor.

- B. POTENTIAL § 1111(b) ELECTIONS.** § 1111(b) allows a partially secured claim to be treated as fully secured under certain conditions, notwithstanding § 506(a). Claimants should consult their attorney to evaluate if a § 1111(b) election is available and is in their best interest, and to identify the deadline for making an election.

C. VOTING AND OBJECTIONS TO CONFIRMATION OF PLAN.

"Voting" to accept or reject the Plan is different from "objecting" to confirmation of the Plan. Voting by ballot means a claimant entitled to vote completes the ballot enclosed with this DS and Plan and returns it to Proponent. Objecting to confirmation means a party in interest files and serves either a Preliminary Objection to Confirmation of Plan, or an Opposition to Motion to Confirm Plan.

1. **Who may object to confirmation of the Plan.** Any party in interest may object to confirmation of the Plan; but, as explained below, not all claimants and interest holders are entitled to vote to accept or reject the Plan.

2. **Who may vote (§ 1124).** It requires both an allowed and impaired claim, or allowed and impaired interest in order to vote either to accept or reject the Plan.

Impaired claimants include those whose legal, equitable, and contractual rights are altered by the Plan even if the alteration is beneficial to the claimant. Impaired interest-holders include those whose legal, equitable, and contractual rights are altered by the Plan, even if the alteration is beneficial to the interest holder.

Claims and interests are placed into classes consistent with § 1122. Members of unimpaired classes do not vote, though they may file an objection to confirmation of the plan.

Many claimants are treated by the Bankruptcy Code as having accepted or rejected the Plan without a vote. Some types of claims are required to be treated a certain way by the Bankruptcy Code and for that reason they are considered unimpaired. Holders of such claims cannot vote. In addition, the Bankruptcy Code treats some claimants as having rejected the Plan without a vote if (a) the claimant is to receive no distribution under the Plan; (b) an objection has been filed to that claimants' claim and the objection has not been resolved prior to filing the Plan; or (c) Debtor scheduled a claim as contingent, disputed, unliquidated or unknown and the creditor has not filed a proof of claim.

Classes Entitled to Vote Because the Class is Impaired:	Classes Not Entitled to Vote Because the Class is Unimpaired:
All Class 2 and Class 4 Claims	All Class 3 Claims

A party that disputes the Proponent's characterization of its claim or interest as unimpaired and wants to vote, may request a finding of impairment from the Court in order to obtain the right to vote.

3. **Votes necessary to confirm the Plan.** The court may confirm the Plan if at least one non-insider impaired class of claims has accepted and certain statutory requirements are met as to both nonconsenting members within a consenting class and as to dissenting classes. A class of claim has accepted the Plan when more than one half in number and at least two-thirds in amount of the allowed claims actually voting, vote in favor of the Plan. A class of interest has accepted when more than one half in number and at least two-thirds in amount of the allowed interests of such class actually voting have accepted it. It is important to remember that even if the requisite number of votes to confirm the Plan are obtained, the Plan will not bind the parties unless and until the Court makes an independent determination that confirmation is appropriate. That is the subject of any upcoming confirmation hearing.

(A) **How to vote.** The Debtor will file and serve 2 notices: (1) Notice of Hearing on Adequacy of Disclosure Statement ("**Notice of DS Hearing**"); and Notice of Dates Related to Confirmation of Plan and Deadlines to: Submit Ballot; (B) File Preliminary Objection to Confirmation of Plan; and (C) File Response to Motion to Confirm Plan ("**Notice of Deadlines Related to Confirmation**").

A ballot will accompany the Notice of Deadlines Related to Confirmation. A voting claimant must follow the instructions set forth in the Notice of Deadlines Related to Confirmation. A claimant whose claim is allowed as partly secured and partly unsecured is entitled to vote in each capacity by delivering one ballot for the secured part of the claim and another ballot for the unsecured portion of the claim.

V. **SOURCE OF MONEY TO SATISFY CLAIMS AND INTERESTS**

The Plan cannot be confirmed unless the Court finds that it is "feasible," which means that the Proponent has timely submitted evidence establishing that the Debtor will have sufficient funds available to satisfy all expenses, including the scheduled payments to claimants discussed in sections VIII below.

A. **NON-INCOME SOURCES TO FUND PLAN.** See Exhibit(s) D for income and other contributions that will fund the Plan. If additional funding sources (non-income) are needed, see below:

1. **Loan or Line of Credit:** ☒ None ☐ Loans or Lines of Credit are as follows:

NAME OF LENDER	CONTRIBUTION TYPE	TERM	INT RATE	PROCEEDS
(a)	<input type="checkbox"/> Loan <input type="checkbox"/> Credit Line		%	\$
(b)	<input type="checkbox"/> Loan <input type="checkbox"/> Credit Line		%	\$

2. Sales of Property:

☒ None

☐ All or substantially all of Debtor's assets will be sold. The terms of the proposed sale and evidence of the financial solvency of the proposed buyer is attached in Exhibit .

☐ The specified property of Debtor is planned to be sold as follows:

PROPERTY DESCRIPTION:	PROPOSED SALE DATE	PROPOSED SALE PRICE	PROCEEDS TO FUND THE PLAN
(a) <input type="checkbox"/> Property in CLASS #3, #4 or #5: <u>Check only ONE:</u> <input type="checkbox"/> 3a <input type="checkbox"/> 3b <input type="checkbox"/> 3c <input type="checkbox"/> 3d <input type="checkbox"/> 3e <input type="checkbox"/> 4a <input type="checkbox"/> 4b <input type="checkbox"/> 4c <input type="checkbox"/> 4d <input type="checkbox"/> 4e <input type="checkbox"/> 5a <input type="checkbox"/> 5b <input type="checkbox"/> 5c <input type="checkbox"/> 5d <input type="checkbox"/> 5e		\$	\$
(b) <input type="checkbox"/> Property in CLASS #3 or #4: <u>Check only ONE:</u> <input type="checkbox"/> 3a <input type="checkbox"/> 3b <input type="checkbox"/> 3c <input type="checkbox"/> 3d <input type="checkbox"/> 3e <input type="checkbox"/> 4a <input type="checkbox"/> 4b <input type="checkbox"/> 4c <input type="checkbox"/> 4d <input type="checkbox"/> 4e <input type="checkbox"/> 5a <input type="checkbox"/> 5b <input type="checkbox"/> 5c <input type="checkbox"/> 5d <input type="checkbox"/> 5e		\$	\$

☐ See Exhibit ____ for additional anticipated sales of specific property.

3. Adversary Proceedings: ☒ None ☐ Adversary proceedings are as follows:

ADVERSARY PROCEEDING DESCRIPTION: FRBP 7001 and LBR 7004-1 require a summons/complaint.	DATE FILED OR TO BE FILED	ADV. PROC. NUMBER	ANTICIPATED RECOVERY
(a)			\$
(b)			\$

B. PAYMENTS ON THE EFFECTIVE DATE. This section demonstrates the Plan is feasible on the Effective Date.

(1) CLAIMS AND EXPENSES TO BE PAID ON THE EFFECTIVE DATE	AMOUNT
Cure Payments: Executory Contracts, Unexpired Leases: Section VIII.B.2.	\$0
Administrative claims + Statutory Costs/Charges: Section VIII.C.1. +court costs	\$380,000
Nominal Unsecured Claims: Section VIII.E.1.	\$0
First Payments: General Unsecured Claims: Section VIII.E.2.	\$0

Arrearages + First Payments: Secured Claims: Sections VIII.F. – VIII.G.	\$0
TOTAL TO BE PAID ON THE EFFECTIVE DATE:	\$380,000
(2) SOURCE OF FUNDS ON THE EFFECTIVE DATE	
Cash on Hand:	\$1,376,000
New Value: <input type="checkbox"/> Contributor Name (<i>identify</i>):	\$0
Loan or Line of Credit: Described above in: <input type="checkbox"/> V.A.(1a) <input type="checkbox"/> V.A.(1b)	\$0
Sale of Property: Described above in: <input type="checkbox"/> V.A.(2a) <input type="checkbox"/> V.A.(2b)	\$0
Adversary Proceeding Recovery: Described above in: <input type="checkbox"/> V.A.(3a) <input type="checkbox"/> V.A.(3b)	\$0
Other Sources: <input type="checkbox"/> (<i>identify</i>):	\$
TOTAL FUNDS AVAILABLE ON THE EFFECTIVE DATE:	\$1,376,000
(3) CASH AVAILABLE AFTER PAYMENTS MADE ON THE EFFECTIVE DATE:	\$876,000

C. PAYMENTS DURING THE PLAN TERM. Please see **Exhibit D** for cash flow projections for the duration of the Plan, to help determine that the plan is feasible during the plan term. The focus is on projected cash receipts and cash disbursements. All non-cash items such as depreciation, amortization, gains and losses are omitted. A positive number reflects a source of cash; a (negative number) reflects a use of cash. **Exhibit D** also contains details of the assumptions that underlie the projections.

D. FINANCIAL RECORDS TO ASSIST IN DETERMINING WHETHER PROPOSED PAYMENT IS FEASIBLE
Please see Exhibit E for three types of financial documents related to past activities. The two time periods of activities are: (1) the most recent twelve-month calendar year; and (2) all months subsequent thereto. The financial documents include: balance sheets, cash flow statements and income and expense statements.

E. EXPLANATION OF RISK FACTORS AND POTENTIAL FLUCTUATIONS WHEN IMPLEMENTING THE PLAN.

RISK FACTOR	EXPLANATION OF RISK AND FLUCTUATIONS
<input checked="" type="checkbox"/> Business/Economic <input type="checkbox"/> Sale of Property <input type="checkbox"/> Balloon Payment <input type="checkbox"/> Int. Rate Adjustment <input type="checkbox"/> Other	<p>The Debtors ability to generate income is tied to rents on commercial properties, single family homes, and apartments. If the Debtors were to lose tenants or not lease-up space on the timeline projected, such circumstances could have a negative impact on the implementation of the Plan. The Debtors' Plan accounts for regular business and economic fluctuations that can cause rental income to fluctuate.</p>
<input type="checkbox"/> Business/Economic <input type="checkbox"/> Sale of Property <input checked="" type="checkbox"/> Balloon Payment <input type="checkbox"/> Int. Rate Adjustment <input type="checkbox"/> Other	<p>The Plan calls for Class 4 secured claims to receive regular interest payments during the course of the Plan followed by a balloon payment at the end of year 7. In order to make the balloon payment and complete Plan payments, Debtors will need to refinance or sell those properties that secure loans with projected balloon payments. How easily Debtors will be able to do this depends upon a multitude of micro and macro-economic factors such as the value of the properties and the strength of the applicable real estate market.</p>
<input type="checkbox"/> Business/Economic <input type="checkbox"/> Sale of Property <input type="checkbox"/> Balloon Payment	

<input type="checkbox"/> Int. Rate Adjustment <input type="checkbox"/> Other	
<input type="checkbox"/> Business/Economic <input type="checkbox"/> Sale of Property <input type="checkbox"/> Balloon Payment <input type="checkbox"/> Int. Rate Adjustment <input type="checkbox"/> Other	

F. TAX CONSEQUENCES OF THE PLAN.

1. To the Debtor: Tax consequences to the Debtor are:

Utilization of a Debtor's Net Operating Losses

Internal Revenue Code section 382 places potentially severe limitations upon an entity's use of its net operating losses and loss carryovers ("NOLs") and certain other tax attributes if an "ownership change" occurs with respect to such entity's equity interests. Any pre-effective date shift (deemed or actual) in the ownership of stock of a debtor, directly or by attribution, outside the scope of a Chapter 11 plan may trigger an "ownership change" that would adversely affect the availability of a debtor's NOLs. Because the federal income tax consequences of any such shift would depend on the particular facts and circumstances at such time and the application of complex legislation and regulations, the Debtor expresses no view as to the effect of any transactions outside the scope of the Plan or the survival of any NOLs or other tax attributes. Parties in interest are cautioned against assuming that NOLs will be available to shelter any income or gain that may be recognized as a result of Plan transactions or the Debtor's operations prior to the Effective Date.

Reduction of Debtor's Indebtedness

Any amount of potential discharged indebtedness for federal income tax purposes will be referred to herein as a "Debt Discharge Amount." In general, the Internal Revenue Code provides that a taxpayer who realizes a discharge of indebtedness must include the Debt Discharge Amount in its gross income in the taxable year of discharge to the extent that the Debt Discharge Amount exceeds any consideration given for such discharge. No income from the discharge of indebtedness is realized to the extent that payment of the liability being discharged would have given rise to a deduction. If a taxpayer is in a title 11 case (a case under the Bankruptcy Code) and the discharge of indebtedness occurs pursuant to a plan approved by the court (such as the Plan in this case, if confirmed), such discharge of indebtedness is specifically excluded from gross income. If the taxpayer is insolvent before a cancellation or deemed cancellation of debt and does not become solvent by reason of the cancellation or deemed cancellation, such cancellation or deemed cancellation of indebtedness is specifically excluded from gross income.

Accordingly, the Debtor believes that it will not be required to include in gross income any Debt Discharge Amount as a result of the Plan. The Internal Revenue Code requires certain tax attributes of a debtor to be reduced by the Debt Discharge Amount excluded from gross income. Tax attributes are reduced in the following order of priority: current year net operating losses and net operating loss carryovers; general business credits minimum tax credits; capital loss carryovers; basis of property of the taxpayer; passive activity loss or credit carryovers; and foreign tax credit carryovers. Tax attributes are generally reduced by one dollar for each dollar excluded from gross income, except that general tax credits, minimum tax credits and foreign tax credits are reduced by 33.3 cents for each dollar excluded from gross income. The tax attribute reduction rules may eliminate a portion of a debtor's NOLs and other tax attributes. However, such NO Ls and other tax attributes will not be reduced until after the determination of tax, if any, for the taxable year in which a plan is confirmed and becomes effective.

Alternative Minimum Tax

In general, an alternative minimum tax ("AMT") is imposed on an entity's "alternative minimum taxable income" ("AMTI") at a 20 percent rate to the extent such tax exceeds the corporation's regular federal income tax for the taxable year. AMTI generally is equal to regular taxable income with certain adjustments. For purposes of computing AMTI, certain tax deductions and other beneficial allowances are modified or eliminated. In particular, even though an entity otherwise may be able to shelter all of its taxable income for regular income tax purposes by applying available NOLs, an entity (or consolidated group) is entitled to offset no more than 90 percent of its AMTI with NOLs (as recomputed for AMT purposes). The confluence of a 20 percent AMT tax rate and a 90 percent (of AMTI) cap on the deduction for AMT NOLs creates an effective AMT tax rate of two percent (i.e., 20 percent of the 10 percent of AMTI that is not sheltered with AMT NOLs). Accordingly, even if a debtor's NOLs remain available to fully shelter net income or gain, if any, recognized during the tax

This form has been approved for use in chapter 11 cases assigned to Judge Vincent P. Zurzolo.

year in which the Plan is confirmed and becomes effective, a debtor may be liable for AMT even though a debtor is not liable for regular federal income tax

2. To Claimants: Claimants should consult their advisors regarding potential tax effects of the Plan; nevertheless:

☐ The Debtor believes tax consequences to claimants are:

☒ The Debtors are not certain of tax consequences to Claimants, because: the Debtors are unfamiliar with the finances of each claimant and the potential impact the terms of the Plan may have upon them.

VI. ASSETS AND LIABILITIES OF THE ESTATE

- A. **ASSETS** The identity and fair market value of the estate's assets are listed in **Exhibit C** so that the reader can assess what assets are at least theoretically available to satisfy claims and to evaluate the overall worth of the bankruptcy estate. Any proposed sale of these assets is discussed in Section **V.A.2** above.
- B. **LIABILITIES** Exhibit **B** shows the allowed claims against the estate, claims whose treatment is explained in detail in Sections VIII below.
- C. **SUMMARY** The fair market value of all assets equals \$101,758,232. Total liabilities equal \$72,605,677.

VII. TREATMENT OF NONCONSENTING MEMBERS OF CONSENTING CLASS

The Plan must provide that a nonconsenting impaired claimant or interest holder of a consenting class receive at least as much as would be available had the Debtor filed a Chapter 7 petition instead. In a Chapter 7 case the general rule is that the Debtor's assets are sold by a trustee. Unsecured claims generally share in the proceeds of sale only after secured creditors and administrative claimants are paid. Certain unsecured claims get paid before other unsecured claims do. Unsecured claims with the same priority share in proportion to the amount of their allowed claim in relationship to the total amount of allowed claims.

A claimant would recover from the assets of the bankruptcy estate less under chapter 7 than under chapter 11 for a number of reasons including: (1) for the reasons detailed in **Exhibit C**, the liquidation value of Debtor's assets is less than its fair market value; (2) in a chapter 7 case a trustee is appointed and is entitled to compensation from the bankruptcy estate as reflected in the chart below; and (3) an individual debtor is permitted to exempt a certain amount of the sales proceeds before unsecured claims are paid anything.

CALCULATION OF ESTIMATED PERCENT RECOVERY - SEATON	CHAPTER 7	CHAPTER 11
(a) <u>Total value of the Debtor's assets</u> : See Exhibit C for a list of all property of the bankruptcy estate, valuations, and valuation methods.	\$76,074	\$503,000
(b) <u>Administrative Expense Claims</u> :	<\$50,000>	<\$50,000>
(c) <u>Tax Claims</u> :	<\$0 >	<\$0>
(d) <u>Other Unsecured Claims to be Paid Before General Unsecured Claims</u> :	<\$0>	<\$0>
(e) <u>Trustee's Fees</u> : Assuming the chapter 7 trustee disburses the net liquidation value of assets to claimants, § 326 indicates the chapter 7 trustee is entitled to fees of: * 25% on the first \$5,000 of all moneys disbursed = \$1,250, * 10% on any amount over \$5,000 but less than \$50,000 = \$4,500, * 5% on any amount over \$50,000 but not in excess of \$1 million = \$1,303.70 * 3% on all amounts over \$1 million) = \$, TOTAL TRUSTEE'S FEES =	<\$7,053.70>	N/A

(f) <u>New Value</u> (average monthly net cash flows during plan)	N/A	\$47,000
(g) <u>Dollar Amount Available for General Unsecured Claims:</u> (in first three years of plan)	\$0	\$2,160,000
(h) <u>Dollar Amount of General Unsecured Claims: =</u>	\$776,753	\$776,753
(i) % recovery on general unsecured claims: [(g) divided by (h)] x 100% =	0%	100%

CALCULATION OF ESTIMATED PERCENT RECOVERY - COLYTON	CHAPTER 7	CHAPTER 11
(a) <u>Total value of the Debtor's assets:</u> See Exhibit ___ for a list of all property of the bankruptcy estate, valuations, and valuation methods.	\$0	\$485,000
(b) <u>Administrative Expense Claims:</u>	<\$50,000>	<\$50,000>
(c) <u>Tax Claims:</u>	<\$0>	<\$0>
(d) <u>Other Unsecured Claims to be Paid Before General Unsecured Claims:</u>	<\$0>	<\$0>
(e) <u>Trustee's Fees:</u> Assuming the chapter 7 trustee disburses the net liquidation value of assets to claimants, § 326 indicates the chapter 7 trustee is entitled to fees of: * 25% on the first \$5,000 of all moneys disbursed = \$, * 10% on any amount over \$5,000 but less than \$50,000 = \$, * 5% on any amount over \$50,000 but not in excess of \$1 million = \$, * 3% on all amounts over \$1 million = \$, TOTAL TRUSTEE'S FEES =	<\$N/A>	N/A
(f) <u>New Value</u> (average monthly net cash flows during plan)	N/A	\$0
(g) <u>Dollar Amount Available for General Unsecured Claims:</u> (a) plus (f) minus (b), (c), (d) and (e) =	\$0	\$435,000
(h) <u>Dollar Amount of General Unsecured Claims: =</u>	\$292,000	\$292,000
(i) % recovery on general unsecured claims: [(g) divided by (h)] x 100% =	0%	100%

CALCULATION OF ESTIMATED PERCENT RECOVERY - BROADWAY	CHAPTER 7	CHAPTER 11
(a) <u>Total value of the Debtor's assets:</u> See Exhibit ___ for a list of all property of the bankruptcy estate, valuations, and valuation methods.	\$0	\$0
(b) <u>Administrative Expense Claims:</u>	<\$100,000>	<\$100,000>
(c) <u>Tax Claims:</u>	<\$0>	<\$0>
(d) <u>Other Unsecured Claims to be Paid Before General Unsecured Claims:</u>	<\$0>	<\$0>

<p>(e) <u>Trustee's Fees:</u> Assuming the chapter 7 trustee disburses the net liquidation value of assets to claimants, § 326 indicates the chapter 7 trustee is entitled to fees of:</p> <p>* 25% on the first \$5,000 of all moneys disbursed = \$, * 10% on any amount over \$5,000 but less than \$50,000 = \$, * 5% on any amount over \$50,000 but not in excess of \$1 million = \$, * 3% on all amounts over \$1 million) = \$,</p> <p>TOTAL TRUSTEE'S FEES =</p>	<\$0>	N/A
(f) <u>New Value</u> (average monthly net cash flows during plan)	N/A	\$22,000
(g) <u>Dollar Amount Available for General Unsecured Claims:</u> (a) plus (f) minus (b), (c), (d) and (e) =	\$0	\$1,100,000
(h) <u>Dollar Amount of General Unsecured Claims: =</u>	\$380,000	\$380,000
(i) % recovery on general unsecured claims: [(g) divided by (h)] x 100% =	0%	100%

CALCULATION OF ESTIMATED PERCENT RECOVERY - SLA	CHAPTER 7	CHAPTER 11
(a) <u>Total value of the Debtor's assets:</u> See Exhibit __ for a list of all property of the bankruptcy estate, valuations, and valuation methods.	\$0	\$102,000
(b) <u>Administrative Expense Claims:</u>	<\$30,000>	<\$30,000>
(c) <u>Tax Claims:</u>	<\$0>	<\$0>
(d) <u>Other Unsecured Claims to be Paid Before General Unsecured Claims:</u>	<\$0>	<\$0>
<p>(e) <u>Trustee's Fees:</u> Assuming the chapter 7 trustee disburses the net liquidation value of assets to claimants, § 326 indicates the chapter 7 trustee is entitled to fees of:</p> <p>* 25% on the first \$5,000 of all moneys disbursed = \$1,250, * 10% on any amount over \$5,000 but less than \$50,000 = \$4,500, * 5% on any amount over \$50,000 but not in excess of \$1 million = \$47,500, * 3% on all amounts over \$1 million) = \$7,035.45,</p> <p>TOTAL TRUSTEE'S FEES =</p>	<\$N/A>	N/A
(f) <u>New Value</u> (average monthly net cash flows during plan)	N/A	\$8,500
(g) <u>Dollar Amount Available for General Unsecured Claims:</u> (a) plus (f) minus (b), (c), (d) and (e) =	\$0	\$408,000
(h) <u>Dollar Amount of General Unsecured Claims: =</u>	\$62,000	\$62,000
(i) % recovery on general unsecured claims: [(g) divided by (h)] x 100% =	0%	100%

CALCULATION OF ESTIMATED PERCENT RECOVERY - NEGEV	CHAPTER 7	CHAPTER 11
(a) <u>Total value of the Debtor's assets:</u> See Exhibit __ for a list of all property of the bankruptcy estate, valuations, and valuation methods.	\$0	\$0

(b) <u>Administrative Expense Claims:</u>	<\$25,000>	<\$25,000>
(c) <u>Tax Claims:</u>	<\$0>	<\$0>
(d) <u>Other Unsecured Claims to be Paid Before General Unsecured Claims:</u>	<\$0>	<\$0>
(e) <u>Trustee's Fees:</u> Assuming the chapter 7 trustee disburses the net liquidation value of assets to claimants, § 326 indicates the chapter 7 trustee is entitled to fees of: * 25% on the first \$5,000 of all moneys disbursed = \$1,250, * 10% on any amount over \$5,000 but less than \$50,000 = \$4,500, * 5% on any amount over \$50,000 but not in excess of \$1 million = \$36,000, * 3% on all amounts over \$1 million) = \$, TOTAL TRUSTEE'S FEES =	<\$N/A>	N/A
(f) <u>New Value</u>	N/A	\$2,000
(g) <u>Dollar Amount Available for General Unsecured Claims:</u> (a) plus (f) minus (b), (c), (d) and (e) =	\$0	\$2,000
(h) <u>Dollar Amount of General Unsecured Claims: =</u>	\$1,680	\$1,680
(i) <u>% recovery on general unsecured claims:</u> [(g) divided by (h)] x 100% =	0%	100%

CALCULATION OF ESTIMATED PERCENT RECOVERY – A. GOMPERTS	CHAPTER 7	CHAPTER 11
(a) <u>Total value of the Debtor's assets:</u> See Exhibit ___ for a list of all property of the bankruptcy estate, valuations, and valuation methods.	\$6,310,000	\$9,450,000
(b) <u>Administrative Expense Claims:</u>	<\$50,000>	<\$50,000>
(c) <u>Tax Claims:</u>	<\$0>	<\$0>
(d) <u>Other Unsecured Claims to be Paid Before General Unsecured Claims:</u>	<\$0>	<\$0>
(e) <u>Trustee's Fees:</u> Assuming the chapter 7 trustee disburses the net liquidation value of assets sufficient to pay the administrative and general unsecured claimants, § 326 indicates the chapter 7 trustee is entitled to fees of: * 25% on the first \$5,000 of all moneys disbursed = \$1,250, * 10% on any amount over \$5,000 but less than \$50,000 = \$4,500, * 5% on any amount over \$50,000 but not in excess of \$1 million = \$666.64, * 3% on all amounts over \$1 million) = \$, TOTAL TRUSTEE'S FEES =	<\$6,416.64>	N/A
(f) <u>New Value</u>	N/A	\$0
(g) <u>Dollar Amount Available for General Unsecured Claims:</u> (a) plus (f) minus (b), (c), (d) and (e) =	\$6,260,000	\$9,400,000
(h) <u>Dollar Amount of General Unsecured Claims: =</u>	\$1,868	\$1,868
(i) <u>% recovery on general unsecured claims:</u> [(g) divided by (h)] x 100% =	100%	100%

CALCULATION OF ESTIMATED PERCENT RECOVERY – D. HALEVY	CHAPTER 7	CHAPTER 11
(a) <u>Total value of the Debtor's assets:</u> See Exhibit ___ for a list of all property of the bankruptcy estate, valuations, and valuation methods.	\$329,058	\$1,907,145
(b) <u>Administrative Expense Claims:</u>	<\$50,000>	<\$50,000>
(c) <u>Tax Claims:</u>	<\$0>	<\$0>
(d) <u>Other Unsecured Claims to be Paid Before General Unsecured Claims:</u>	<\$0>	<\$0>
(e) <u>Trustee's Fees:</u> Assuming the chapter 7 trustee disburses the net liquidation value of assets sufficient to pay the administrative and general unsecured claimants, § 326 indicates the chapter 7 trustee is entitled to fees of: * 25% on the first \$5,000 of all moneys disbursed = \$1,250, * 10% on any amount over \$5,000 but less than \$50,000 = \$4,500, * 5% on any amount over \$50,000 but not in excess of \$1 million = \$4,891.09, * 3% on all amounts over \$1 million) = \$, TOTAL TRUSTEE'S FEES =	<\$10,641.09>	N/A
(f) <u>New Value</u>	N/A	\$0
(g) <u>Dollar Amount Available for General Unsecured Claims:</u> (a) plus (f) minus (b), (c), (d) and (e) =	\$279,058	\$1,857,145
(h) <u>Dollar Amount of General Unsecured Claims:</u> =	\$166,000	\$166,000
(i) % recovery on general unsecured claims: [(g) divided by (h)] x 100% =	100%	100%

CALCULATION OF ESTIMATED PERCENT RECOVERY – S. HALEVY	CHAPTER 7	CHAPTER 11
(a) <u>Total value of the Debtor's assets:</u> See Exhibit ___ for a list of all property of the bankruptcy estate, valuations, and valuation methods.	\$3,552,000	\$9,281,000
(b) <u>Administrative Expense Claims:</u>	<\$50,000>	<\$50,000>
(c) <u>Tax Claims:</u>	<\$0>	<\$0>
(d) <u>Other Unsecured Claims to be Paid Before General Unsecured Claims:</u>	<\$0>	<\$0>
(e) <u>Trustee's Fees:</u> Assuming the chapter 7 trustee disburses the net liquidation value of assets to claimants, § 326 indicates the chapter 7 trustee is entitled to fees of: * 25% on the first \$5,000 of all moneys disbursed = \$1,250, * 10% on any amount over \$5,000 but less than \$50,000 = \$4,500, * 5% on any amount over \$50,000 but not in excess of \$1 million = \$500, * 3% on all amounts over \$1 million) = \$, TOTAL TRUSTEE'S FEES =	<\$6,250>	N/A
(f) <u>New Value</u>	N/A	\$0

(g) Dollar Amount Available for General Unsecured Claims: (a) plus (f) minus (b), (c), (d) and (e) =	\$3,502,999	\$9,231,000
(h) Dollar Amount of General Unsecured Claims: =	\$0	\$0
(i) % recovery on general unsecured claims: [(g) divided by (h)] x 100% =	N/A%	N/A%

VIII. PLAN PROVISIONS: TREATMENT OF CLAIMS

Below is a summary of who gets paid what and when and from what source. The Proponent is usually not required by law to pay the holder of an unsecured claim or interest everything it would otherwise be entitled to, had a bankruptcy case not commenced.

A. ASSUMPTION AND REJECTION OF EXECUTORY CONTRACTS AND UNEXPIRED LEASES. [§ 365]

- ☐ There are no executory contracts or unexpired leases.
- ☒ **Assumption.** The post-confirmation debtor will perform all related obligations whether arising before or after confirmation of the Plan. Any arrearages arising before confirmation of the Plan will be paid by the first day of the month following the Effective Date unless the parties agree otherwise or the court finds that a longer payment schedule still provides the creditor with timely cure and adequate assurance of future performance. Obligations that arise after confirmation of the Plan will be paid as they come due.

☐ **Previously Assumed:**

	DESCRIPTION OF EXECUTORY CONTRACT OR UNEXPIRED LEASE	DATE OF ORDER TO ASSUME	CURE AMOUNT: Must be paid on Effective Date
(a)			\$
(b)			\$

☒ **To be Assumed on the Effective Date.**

	DESCRIPTION OF EXECUTORY CONTRACT OR UNEXPIRED LEASE	CURE AMOUNT: Must be paid on Effective Date
(a)	All of the Debtors' leases with tenants will be assumed	\$0
(b)	Alan Gomperts – Tesla lease will be assumed	\$0

- ☐ **Rejection.** Claims arising from the rejection of an executory contract or unexpired lease are treated as general unsecured claims in CLASS #2, except to the extent the court orders otherwise. A claim arising from the rejection must be filed no later than 30 days after the date of the order confirming the Plan.

	DESCRIPTION OF EXECUTORY CONTRACT OR UNEXPIRED LEASE
(a)	<input type="checkbox"/> Rejected: <input type="checkbox"/> Order Entered on: <input type="checkbox"/> Deemed Rejected on: <input type="checkbox"/> To be Rejected on the Effective Date
(b)	<input type="checkbox"/> Rejected: <input type="checkbox"/> Order Entered on: <input type="checkbox"/> Deemed Rejected on: <input type="checkbox"/> To be Rejected on the Effective Date

☐ **See Exhibit** ____ for additional executory contracts and unexpired leases to be assumed or rejected.

B. UNSECURED CLAIMS THAT MUST BE TREATED AS REQUIRED BY § 1129(a)(9)(A) and § 1129(a)(9)(C), UNLESS A CLAIMANT CONSENTS TO A DIFFERENT TREATMENT. §§ 1129(a)(9)(A) and (C) require that certain claims be treated one at a time, rather than as a class. Even if another claimant votes to accept a lesser treatment, the claims listed below are not altered. The debtor must prove to the court that claims are either being treated as 1129(a)(9) requires, or that the claimant agreed to some other treatment.

1. **Administrative Expense Claims - § 507(a)(2) and § 1129(a)(9)(A).** These include: (1) court-approved claims of attorneys and other professionals; and (2) United States trustee fees under 28 U.S.C. chapter 123.

- ☒ The deadline to file administrative expensive claims is (date) TO BE SET.
- ☐ There are no administrative expense claims.
- ☒ All administrative expense claims ☐ have been filed and/or ☒ are anticipated to be filed, and the claims and amounts indicated below are the amounts requested or anticipated to be requested:

Claimant: Weintraub Zolkin Talerico & Selth LLP (in Corporate Debtor Cases)						
Claim Amount (less paid to date) <input type="checkbox"/> Actual <input checked="" type="checkbox"/> Estimated	Interest Rate (if any)	Amount Paid on Effective Date	Amount Paid After Effective Date			
			Frequency	Each Payment	Balloon Pymts	Term of Payments
\$ 250,000	%	\$250,000	<input type="checkbox"/> Monthly <input type="checkbox"/> Quarterly	\$	\$	months

Claimant: Saul Ewing (in Individual Debtor Cases)						
Claim Amount (less paid to date) <input type="checkbox"/> Actual <input checked="" type="checkbox"/> Estimated	Interest Rate (if any)	Amount Paid on Effective Date	Amount Paid After Effective Date			
			Frequency	Each Payment	Balloon Pymts	Term of Payments
\$ 150,000	%	\$150,000	<input type="checkbox"/> Monthly <input type="checkbox"/> Quarterly	\$	\$	months

2. **Tax Claims - § 507(a)(8) and § 1129(a)(9)(C).** Must be paid in full within 5 years after the Petition Date.

- ☐ There are no tax claims ☒ All tax claims have been filed or scheduled, and are reflected on Exhibits B and G:

Claimant: Los Angeles County Tax Assessor (Seaton)						
Claim Amount (less paid to date) <input type="checkbox"/> Actual <input type="checkbox"/> Estimated	Interest Rate (\$511)	Amount Paid on Effective Date	Amount Paid After Effective Date			
			Frequency	Each Payment	Balloon Pymts	Term of Payments
			<input type="checkbox"/> Monthly <input type="checkbox"/> Quarterly	\$	\$	

☐ **See Exhibit** ____ for additional unsecured claims (not listed in VII.C) on which voting is not allowed.

- ☐ § 507(a)(2) – Administrative Expense Claims
- ☐ § 507(a)(8) – Tax Claims
- ☐ § 507(a)(3) – Involuntary Gap Claims Allowed Under § 502(f)

C. UNSECURED CLAIMS THAT MUST BE TREATED AS REQUIRED BY § 1129(a)(9)(B) – CLASS #1.

§ 1129(a)(9)(B) requires certain unsecured claims to be treated with priority over general unsecured claims, and pay them in full on the Effective Date or as soon as practicable after unless claimants vote as a class to accept deferred payments. If so, claims are impaired and claimants are entitled to vote to accept or reject the Plan.

☒ There are no claims in CLASS #1.

☐ **CLASS #1a:** § 507(a)(1) - Wage and Commission Claims

Claimant:						
Claim Amount (less paid to date) <input type="checkbox"/> Actual <input type="checkbox"/> Estimated	Interest Rate (if any)	Amount Paid on Effective Date	Amount Paid After Effective Date			
			Frequency	Each Payment	Balloon Pymts	Term of Payments
\$	%	\$	<input type="checkbox"/> Monthly <input type="checkbox"/> Quarterly	\$	\$	months

☐ **See Exhibit** for additional unsecured claims (not listed above) in Class #1:

- ☐ **CLASS #1(a):** § 507(a)(4) - Wage and Commission Claims
- ☐ **CLASS #1(b):** § 507(a)(5) – Employee Benefit Plan Contribution Claims
- ☐ **CLASS #1(c):** § 507(a)(6) – Grain Producer and Fisherman Claims
- ☐ **CLASS #1(d):** § 507(a)(7) – Consumer Deposit Claims

D. OTHER UNSECURED CLAIMS – CLASS #2.

☐ There are no claims in **CLASS #2**.

☒ See Exhibit B for a list of all **CLASS #2** claimants and amount owed to each. Treatment is set forth in **Exhibit G**.

1. ☐ **CLASS #2a: Nominal Unsecured Claims.** These include “nominal” claims of \$_____ or less, and any larger unsecured claims whose claimant agreed to reduce its claim to this amount. Claimants are **not entitled to vote** to accept or reject the Plan.

Claimants will be paid the nominal amount on the Effective Date, or as soon as practicable thereafter. Estimated total payments are \$_____.

2. ☐ **CLASS #2b: General unsecured claims.** These are unsecured claims not included in **CLASS #2a**, and will be paid as follows. Claimants are **entitled to vote** to reject or accept the Plan.

☐ **Percent Plan.** Each claimant in CLASS #2b will be paid _____% of its claim beginning the first relevant date after the Effective Date:

- a. Over ____ years in equal ☐ monthly ☐ quarterly installments, due on the first day of each calendar month/quarter;
- b. ☐ with interest at the rate of _____% per annum, or ☒ without interest; and.
- c. The amount each claimant receives depends on the total amount of allowed claims in this class.

☐ **Pot Plan.** Each member of CLASS #2b will be paid a pro rata share of a fund totaling \$_____, created by the Debtor’s payment:

- a. Pro rata means the entire fund amount divided by the total of all allowed claims in this class.
- b. Payment amount is \$_____ per ☐ month ☐ quarter for a period of ____ months/quarters,
- c. Payments will begin on (date): _____

☒ **Other: See Exhibit G1**

E. SECURED CLAIMS – CLASS #3, CLASS #4 and Class #5.

CLASS #3 - Unimpaired Non-Insider Claims. Claimants **are not entitled** to vote to accept or reject the Plan. Until claims are fully paid, claimants retain their interest in the property securing the claim. Treatment for classes 3.6(a), 3.6(b), 3.6(c), 3.6(d), 3.6(e), 3.7(a), 3.8(a), 3.8(b), 3.8(c) is the assumption and performance of the loan agreements for these creditors, who will keep their security and priority of liens. Each of these Class 3 loans are current and no cure payments are required. Class 3 Claims are identified in **Exhibit B** and treatment is set forth in **Exhibit G**.

CLASS #4 - Impaired Non-Insider Claims. Claimants **are entitled** to vote to accept or reject the Plan. Until claims are fully paid, claimants retain their interest in the property securing the claim. Class 4 Claims are identified in **Exhibit B** and treatment is set forth in **Exhibit G**.

☐ There are no claims in CLASS #4.

<input type="checkbox"/> CLASS #4a	Claimant: Basis for secured status: Priority of lien: <input type="checkbox"/> Lien is not modified in any way. <input type="checkbox"/> Lien is modified as follows:
---	--

Total Amount of Allowed Claim	Total Amount of Payments Over Time to Satisfy Secured Claim	Interest Rate	First Payment Date	Amount of Each Installment	Frequency of Payments	Total Yearly payments	Final Payment date
\$	\$	%		\$		\$	

Address or Other Description of Collateral Securing Claim 4a:		
Value: \$	Valuation Method	<input type="checkbox"/> Order on motion or stipulation <input type="checkbox"/> Declaration: Certified appraiser <input type="checkbox"/> Other:

☐ Additional Comments relating to Class #4a:

<input type="checkbox"/> CLASS #4b	Claimant: Basis for secured status: Priority of lien: <input type="checkbox"/> Lien is not modified in any way. <input type="checkbox"/> Lien is modified as follows:
---	--

Total Amount of Allowed Claim	Total Amount of Payments Over Time to Satisfy Secured Claim	Interest Rate	First Payment Date	Amount of Each Installment	Frequency of Payments	Total Yearly payments	Final Payment date
\$	\$	%		\$		\$	

Address or Other Description of Collateral Securing Claim 4b:		
Value: \$	Valuation Method	<input type="checkbox"/> Order on motion or stipulation <input type="checkbox"/> Declaration: Certified appraiser <input type="checkbox"/> Other:

☐ Additional Comments relating to Class #4b:

<input type="checkbox"/> CLASS #4c	Claimant:
	Basis for secured status:
	Priority of lien:
	<input type="checkbox"/> Lien is not modified in any way. <input type="checkbox"/> Lien is modified as follows:

Total Amount of Allowed Claim	Total Amount of Payments Over Time to Satisfy Secured Claim	Interest Rate	First Payment Date	Amount of Each Installment	Frequency of Payments	Total Yearly payments	Final Payment date
\$	\$	%		\$		\$	

Address or Other Description of Collateral Securing Claim 4c:		
Value: \$	Valuation Method	<input type="checkbox"/> Order on motion or stipulation <input type="checkbox"/> Declaration: Certified appraiser <input type="checkbox"/> Other:

☐ Additional Comments relating to Class #4c:

☒ **See Exhibit ____** for more impaired secured claims. Label as Class #4d, #4e, etc.

CLASS #5 - Insider Claims. These are claims of persons defined in 11 U.S.C. §101(31). Essentially, an insider is a person with a close relationship with the Debtor other than a creditor-debtor relationship. Treatment is:

☒ There are no claims in CLASS #5.

<input type="checkbox"/> CLASS #5a	Claimant:
	Basis for secured status:
	Priority of lien:
	<input type="checkbox"/> Lien is not modified in any way. <input type="checkbox"/> Lien is modified as follows:

Total Amount of Allowed Claim	Total Amount of Payments Over Time to Satisfy Secured Claim	Interest Rate	First Payment Date	Amount of Each Installment	Frequency of Payments	Total Yearly payments	Final Payment date
\$	\$	%		\$		\$	

Address or Other Description of Collateral Securing Claim 5a:		
Value: \$	Valuation Method	<input type="checkbox"/> Order on motion or stipulation <input type="checkbox"/> Declaration: Certified appraiser <input type="checkbox"/> Other:

☐ Additional Comments relating to Class #5a:

☐ **See Exhibit** ____ for more insider secured claims. Label as Class #5b, #5c, etc.

F. SHAREHOLDER OR PARTNER INTERESTS

☒ Under the Plan, Shareholders simply retain their shares of stock.

☐ Shareholders redeem their shares of stock and receive the following consideration:

☐ Partner's interest(s) in partnership Debtor:

1. Each partner's interest in the debtor shall remain as it is now. The identity of the general partners are:

. There ☐ are no limited partners

☐ are limited partners and their identities are as follows:

2. The interest of ☐ some or ☐ all of the partners changes under the Plan as follows:

☐ The ☐ Articles of Incorporation or ☐ Bylaws have been changed to include a provision prohibiting the issuance of nonvoting equity securities as required by 11 U.S.C. §1123(a)(6).

IX. UNCLAIMED OR UNDELIVERABLE PLAN DISTRIBUTIONS. Payments or other distributions made under the Plan that are unclaimed or undeliverable for six (6) months after the attempted distribution will revert in the post-confirmation debtor free of restrictions. Any entitlement to distribution will be barred.

X. EFFECT OF CONFIRMATION.

A. General Comments

The provisions of a confirmed Plan bind the Debtor, any entity acquiring property under the Plan, and any claimant, interest holder, or general partner of the Debtor, even those who do not vote to accept the Plan.

The confirmation of the Plan vests all property of the estate in the Debtor.

The automatic stay is lifted upon confirmation as to property of the estate. However, the stay continues to prohibit collection or enforcement of pre-petition claims against the Debtor or the Debtor's property until the date the Debtor receives a discharge, if any. If the Debtor does not seek a discharge, the discharge is deemed denied and the stay as to the Debtor and the Debtor's property terminates on entry of the order confirming the Plan.

B. Discharge of Liability for Payment of Debts; Termination of Rights and Interests of Equity Security Holders and General Partners Provided for by the Plan

- ☐ Debtor will seek an order of discharge pursuant to 11 U.S.C. § 1141(d)(5)(C).
- ☐ Debtor is not eligible for a discharge pursuant to 11 U.S.C. § 1141(d)(3) because:
- ☐ the Plan provides for the liquidation of all, or substantially all, of the property of the estate.
 - ☐ the Debtor will not engage in business after consummation of the Plan.
 - ☐ the Debtor would be denied a discharge under 11 U.S.C. § 727(a) if the case were a case under chapter 7.

☒ Corporate Debtors are a corporate debtor thus pursuant to 11 U.S.C. § 1141(d)(5)-(6), "[t]he confirmation of the plan does not discharge the Debtor from any debt of a kind specified in 11 U.S.C. § 523(a)(2)(A)-(B) that is owed to a domestic governmental unit, or owed to a person as the result of an action filed under subchapter III of Chapter 37 of title 31 or any similar State statute, or for a tax or customs duty with respect to which the debtor made a fraudulent tax return or willfully attempted in any manner to evade or to defeat such tax or such customs duty."

C. Modification of the Plan

The Proponent may modify the Plan pursuant to 11 U.S.C. § 1127.

D. Final Decree

Once the Plan has been consummated, a final decree may be entered upon motion of the Proponent. The effect of the final decree is to close the bankruptcy case. After such closure, a party seeking any type of relief relating to a Plan provision can seek such relief in a state court of general jurisdiction.

XI. LIST OF EXHIBITS AND DECLARATIONS.

A. MANDATORY

Exhibit A: Declaration of **Alan Gomperts** to support all assertions in this Disclosure Statement, and all information provided in all other Exhibits.

Exhibit B: List of all claims (*next to each claim, indicate whether or not the claim is disputed and scheduled Or unscheduled, and include the class number*).

Exhibit C: List of all property of the estate (including cash on hand) and going concern and liquidation valuations of all listed property as of the date of plan confirmation. Include appendices to describe valuation methods such as order entered determining value, declaration of appraiser with approach used, qualifications as expert, etc. For rental property include average monthly cash flow, deducting for debt service and ordinary, necessary operating expenses for the past three months and the past two years. Estimates of collections and likelihood of collections of accounts receivable and lawsuits should also be provided.

Exhibit D: Projected income, expenses, and plan payments prepared on (*date*) October 31, 2024, to support that the plan is feasible during the plan term, as referred to in section V.C. Details include proposed plan payments to be made on the Effective Date and for each month and/or quarter of the Plan Term. Sources and uses of funds and any expense fluctuations are explained.

Exhibit E: Financial records:

- ☒ Balance sheets, income and expense statements, cash flow statements for the period including the most recent twelve-month calendar year and all months subsequent thereto. Sources and uses of funds and any expense fluctuations are explained.
- ☐ Evidence of funds constituting the source of funds on the effective date

B. OPTIONAL

☒ **Exhibit F:** Declarations: ☐ Certified Appraisers
☒ Contributor of New Value (regarding ability to provide funding)
☒ Other:

☒ **Exhibit G:** Other Exhibits: (1) Schedule of Creditor Classes and Plan Treatment

C. ADDITIONAL CLAIMS THAT ARE UNABLE TO BE IDENTIFIED IN SECTIONS VIII.A – VIII.F.

☐ **Exhibit H:** Additional Claim(s), Sec. ☐ VIII.A ☐ VIII.B ☐ VIII.C ☐ VIII.D ☐ VIII.E ☐ VIII.F
☐ **Exhibit I:** Additional Claim(s), Sec. ☐ VIII.A ☐ VIII.B ☐ VIII.C ☐ VIII.D ☐ VIII.E ☐ VIII.F
☐ **Exhibit J:** Additional Claim(s), Sec. ☐ VIII.A ☐ VIII.B ☐ VIII.C ☐ VIII.D ☐ VIII.E ☐ VIII.F
☐ **Exhibit K:** Additional Claim(s), Sec. ☐ VIII.A ☐ VIII.B ☐ VIII.C ☐ VIII.D ☐ VIII.E ☐ VIII.F
☐ **Exhibit L:** Additional Claim(s), Sec. ☐ VIII.A ☐ VIII.B ☐ VIII.C ☐ VIII.D ☐ VIII.E ☐ VIII.F

Date: October 31, 2024

/s/ Derrick Talerico

Signature of attorney for proponent

Derrick Talerico

Printed name of attorney for proponent

EXHIBIT A - DECLARATION IN SUPPORT OF DISCLOSURE STATEMENT AND PLAN

I, Alan Gomperts have personal knowledge of the facts set forth in this declaration.

1. The name of the individual(s) who prepared this Disclosure Statement and Plan is(are) Derrick Talerico.
2. The source of all financial data is the Debtors' books and records.
3. All facts and representations in the Disclosure Statement and Plan are true to the best of my knowledge.
4. No fact has been omitted that is material to a claimant or equity security holder in voting to accept or reject the proposed Plan.
5. The name of the person(s) who prepared the cash flow projections and the other financial documents is(are) Alan Gomperts, and such person(s) was (were) acting within the capacity of President or person-most-knowledgable for the Debtor (or Proponent).
6. The accounting method(s) used to prepare the cash flow projections and other financial documents is(are).

I declare under penalty of perjury under the laws of the United States that the following statements are true and based upon personal knowledge.

Date: October 31, 2024



Signature of Declarant

EXHIBIT B

Joint Claims List

Exhibit B

Class	Schedule #	Schedule Amount	POC #	POC Amount	Controlling Claim Amt	Creditor Name (collateral, position)	Creditor Classes 2.1(b)	2.1(c)	2.1(e)	2.1(f)	4.1(a)	4.1(b)	4.1(c)
SEATON INVESTMENTS LLC													
4.1(a)	2.1	\$3,926.17			\$3,926.17	Balboa Capital Corporation (Parking Riser)					\$3,926.17		
4.1(b)	2.2	\$37,626,479.00	5	\$37,626,479.00	\$37,626,479.00	North Direct Mortgage Inc. (Property, 1st)							
4.1(c)	2.3	\$2,317,663.44		\$2,317,663.44	\$2,317,663.44	North Direct Mortgage Inc. (Property, 2nd)							
2.1(f)	2.4	\$53,513.00	5	\$53,513.00	\$53,513.00	Los Angeles County Tax Assessor				\$53,513.00			
2.1(c)	3.1	\$313,356.75			\$313,356.75	AIRE Ancient Baths Los Angeles LLC							
2.1(c)	3.2	\$7,479.00			\$7,479.00	Alta Fire Pro							
2.1(b)	3.3	\$666,788.00			\$666,788.00	California Refrigeration & Supply							
2.1(b)	3.4	\$12,367.00			\$12,367.00	Deborah Feldman Esq.							
2.1(b)	3.5	\$7,800.00	4	\$15,300.00	\$15,300.00	Mark Berkowitz CPA							
2.1(c)	3.7	\$8,000.00			\$8,000.00	Sean Rudes and Monfere							
2.1(b)	3.8	\$24,650.00			\$24,650.00	Simply Electrical							
2.1(c)	3.9	\$7,000.00			\$7,000.00	SLA Investments LLC							
2.1(c)	3.11	\$7,200.00			\$7,200.00	WGW Sales Inc.							
2.1(d)	N/A		1	\$13,260.00	\$0.00	Internal Revenue Service							
2.1(b)	N/A		3	\$209.18	\$209.18	SoCalGas							
COLYTON INVESTMENTS LLC													
4.2(a)	2.1	\$37,626,479.00	2	\$37,626,479.00	\$37,626,479.00	North Direct Mortgage Inc.							
4.2(b)	2.2	\$2,317,663.44	2	\$2,317,663.44	\$2,317,663.44	North Direct Mortgage Inc.							
2.2(e)	2.3	\$93,820.01	1	\$93,820.01	\$93,820.01	Los Angeles County Tax Assessor							
2.2(b)	3.1	\$3,161.00			\$3,161.00	Alta Fire Pro							
2.2(b)	3.3	\$177,604.00			\$177,604.00	California Refrigeration & Supply							
2.2(c)	3.4	\$24,570.00			\$24,570.00	Dispute Systems, Inc.							
2.2(c)	3.5	\$65,000.00			\$65,000.00	Seaton Investments, Inc.							
2.2(e)			3	\$250.00	\$250.00	Franchise Tax Board							
BROADWAY AVENUE INVESTMENTS LLC													
4.3(a)	2.1	\$16,162,043.85	2	\$16,162,043.85	\$16,162,043.85	Archway Real Estate Income							
2.3(f)	2.2	\$44,997.00			\$44,997.00	Los Angeles County Tax Assessor							
2.3(b)	3.2	\$303,655.00			\$303,655.00	California Refrigeration & Supply							
2.3(d)	3.3	\$40,000.00			\$40,000.00	Commune Events, Inc.							
2.3(c)	3.5	\$50,000.00			\$50,000.00	Mordchai Mily Akoca							
2.3(d)	3.7	\$250.00			\$250.00	Seaton Investments, Inc.							
2.3(d)	3.8	\$14,756.09			\$14,756.09	Sharon Gomperts							
2.3(d)	3.9	\$24,774.01			\$24,774.01	Senna Rose, Inc.							
SLA INVESTMENTS LLC													
4.4(a)	2.1	\$131,875.00	2	\$131,875.00	\$131,875.00	Archway Real Estate Income							
4.4(b)	2.2	\$1,802,928.27	3	\$1,802,928.27	\$1,802,928.27	Harvest Small Business Finance							
2.4(d)	2.3	\$18,934.00			\$18,934.00	Los Angeles County Tax Assessor							
2.4(d)	3.1	\$20,000.00			\$20,000.00	Commune Events Inc.							
2.4(c)	3.2	\$1,000.00			\$1,000.00	David Gary							
2.4(c)	3.3	\$3,600.00			\$3,600.00	Earth Bean Coffee LLC							
2.4(c)	3.4	\$500.00			\$500.00	El Hadj Sy dba David Gary							
2.4(b)	3.5	\$39,101.93			\$39,101.93	Los Angeles Dept of Water and Power							
2.4(c)	3.6	\$2,000.00			\$2,000.00	Miracle Watts							
2.4(c)	3.7	\$2,000.00			\$2,000.00	Njai Burch dba Instance Bae LLC							
2.4(c)	3.8	\$1,000.00			\$1,000.00	Saul Edl Faal							
2.4(c)	3.9	\$2,000.00			\$2,000.00	Serafin Canizares							
2.4(d)	3.10	\$128,100.00			\$128,100.00	Senna Rose, Inc.							
SEATON CLASS TOTALS:													
Amount to be Paid through Plan:						\$719,314.18	2.2(b)	2.2(c)	2.2(d)	2.2(e)	4.2(a)	4.2(b)	
Monthly Payments:						\$8,563.26					\$37,626,479.00	\$2,317,663.44	
BROADWAY CLASS TOTALS:													
Amount to be Paid through Plan:						\$180,765.00	2.3(b)	2.3(c)	2.3(d)	2.3(f)	4.3(a)		
Monthly Payments:						\$2,151.96					\$16,162,043.85		
BROADWAY CLASS TOTALS:													
Amount to be Paid through Plan:						\$303,655.00	2.3(b)	2.4(c)	2.4(d)	2.4(e)	4.4(a)	4.4(b)	
Monthly Payments:						\$3,614.94					\$131,875.00	\$1,802,928.27	
SLA CLASS TOTALS:													
Amount to be Paid through Plan:						\$39,101.93	2.4(b)	2.4(c)	2.4(d)	2.4(e)	4.4(a)	4.4(b)	
Monthly Payments:						\$465.50					\$131,875.00	\$1,802,928.27	
Amount to be Paid through Plan:						\$0.00					\$0.00	\$2,212,407.12	
Monthly Payments:						\$0.00					\$0.00	\$26,338.18	

Exhibit B

Class	Schedule #	Amount	POC #	POC Amount	Controlling Claim Amt	Creditor Name (collateral, position)	Creditor Classes 2.5(b)	2.5(c)	2.5(d)	4.5(a)	3.6(a)	3.6(b)	3.6(c)	3.6(d)	3.6(e)	4.6(a)
NEGEV INVESTMENTS LLC																
4.5(a)	2.1	\$1,300,000.00	2	\$1,371,500.00		Archway Real Estate Income				\$1,371,500.00						
2.5(d)	2.2	\$168,307.00	1	\$192,772.88		Riverside County Tax Collector										
2.5(b)	3.1	\$10,000.00				Commune Events Inc.	\$10,000.00		\$192,772.88							
2.5(c)			3	\$1,679.38		Franchise Tax Board		\$1,679.38								
4.6(a)	2.1	\$2,646,348.96	9	\$2,715,337.50		Archway Real Estate Income (Greenfield Second)										
3.6(a)	2.2	\$1,250,000.00	4	\$1,251,849.32		Wells Fargo (Oakhurst)										
3.6(b)	2.3	\$32,636.00	1	\$30,000.00	ASSUME	Wells Fargo (Tesla)										
3.6(c)	2.4	\$728,121.00	2	\$729,602.93		Wells Fargo (Bagley)										
3.6(d)	2.5	\$363,480.00				Wells Fargo (Carfield)										
3.6(e)	2.6	\$181,952.00	5	\$182,490.84		Wells Fargo (Greenfield First)										
2.6(d)	4.2	#####	7	\$16,154,423.25		Archway Real Estate Income (Guaranty)										
2.6(d)	4.3	\$125,958.00	8	\$131,812.50		Archway Real Estate Income (Guaranty)										
2.6(d)	4.4	\$3,936.00				Balboa Capital Corp. (Guaranty)										
2.6(d)	4.5	\$51,738.00				Commune Events Inc.		\$51,738.00								
2.6(d)	4.6	\$2,091,841.00	6	\$39,944,142.22		KDM California LLC (Guaranty)										
2.6(b)			3	\$72,000.00		Wells Fargo (Tesla)										
2.6(e)			10	\$1,802,928.27		Internal Revenue Service										
2.6(f)						Harvest Small Business Finance LLC										
4.7(a)	2.1	\$2,575,000.00	8	\$2,715,337.50		Archway Real Estate Income (Homer)										
3.7(a)	2.2	\$780,000.00				Atlas Capital Group Inc.										
2.7(b)	4.1	\$83,922.40	2	\$87,821.85		American Express										
2.7(d)	4.2	#####	6	\$16,154,423.25		Archway Real Estate Income (Guaranty)										
2.7(d)	4.3	\$125,958.00	7	\$131,812.50		Archway Real Estate Income (Guaranty)										
2.7(b)	4.4	\$3,936.00				Balboa Capital Corp. (Guaranty)										
2.7(c)	4.5	\$51,738.00				Commune Events Inc.		\$51,738.00								
2.7(d)	4.6	\$2,091,841.00	5	\$39,944,142.22		KDM California LLC (Guaranty)										
2.7(b)			1	\$1,675.23		Wells Fargo Bank Small Business Lending Div										
2.7(f)			4	\$113,726.21		Los Angeles Dept of Water and Power										
2.7(g)			9	\$1,802,928.27		Harvest - Sierra Rose Guaranty										
2.7(g)			10	\$1,447,917.08		Harvest - Mateo Guaranty										
4.8(a)	2.1	\$2,575,000.00	5	\$2,715,337.50		Archway Real Estate Income (Palm; 2nd)										
3.8(a)	2.2	\$2,090,481.53				Chase Bank (Roxbury)										
3.8(b)	2.3	\$1,514,632.09	1	\$1,511,818.16		First Foundation Bank (Palm; 1st)										
3.8(c)	2.4	\$957,789.00				Sheffield Mortgage Servicing (Linden)										
2.8(b)	4.1	\$125,958.00	4	\$131,812.50		Archway Real Estate Income (Guaranty)										
2.8(c)	4.2	#####	6	\$16,154,423.25		Archway Real Estate Income (Guaranty)										
2.8(c)	4.3	\$1,336,020.00				Archway Real Estate Income (David Guaranty)										
2.8(b)	4.4	\$3,936.00				Balboa Capital Corp. (Guaranty)										
2.8(d)	4.5	\$51,738.00				Commune Events Inc.										
2.8(e)	4.6	\$2,091,841.00	3	\$39,944,142.22		KDM California LLC (David Guaranty)										
2.8(e)			7	\$1,802,928.27		Harvest - Sierra Rose Guaranty										
4.8(a)	2.1	\$2,575,000.00	5	\$2,715,337.50		Archway Real Estate Income (Palm; 2nd)										
3.8(a)	2.2	\$2,090,481.53				Chase Bank (Roxbury)										
3.8(b)	2.3	\$1,514,632.09	1	\$1,511,818.16		First Foundation Bank (Palm; 1st)										
3.8(c)	2.4	\$957,789.00				Sheffield Mortgage Servicing (Linden)										
2.8(b)	4.1	\$125,958.00	4	\$131,812.50		Archway Real Estate Income (Guaranty)										
2.8(c)	4.2	#####	6	\$16,154,423.25		Archway Real Estate Income (Guaranty)										
2.8(c)	4.3	\$1,336,020.00				Archway Real Estate Income (David Guaranty)										
2.8(b)	4.4	\$3,936.00				Balboa Capital Corp. (Guaranty)										
2.8(d)	4.5	\$51,738.00				Commune Events Inc.										
2.8(e)	4.6	\$2,091,841.00	3	\$39,944,142.22		KDM California LLC (David Guaranty)										
2.8(e)			7	\$1,802,928.27		Harvest - Sierra Rose Guaranty										

EXHIBIT C

Asset List

Asset	Chapter 7 Liquidation Value	Chapter 11 Going Concern Value (FMV)	Chapter 11 Avg Monthly Cash Flow	Notes
SEATON INVESTMENTS LLC				
Cash	\$94,283	\$387,000		Cross-collateralized with Colyton property 33% liquidation discount due to cost to move for buyer Not collectible in liquidation; cancelled under Plan
431-433, 441 Colyton St. and 440 Seaton St. Parking Stacker	\$26,000,000	\$30,000,000		
Intercompany Receivables	\$76,074	\$116,074		
Total Value for Unsecured Creditors:	\$76,074	\$116,074	\$47,000	
COLYTON INVESTMENTS LLC				
Cash	\$334,740	\$485,000		Cross-collateralized with Seaton property
421 Colyton St.	\$4,000,000	\$5,000,000		
Total Value for Unsecured Creditors:	\$0	\$0	\$45,000	
BROADWAY AVENUE INVESTMENTS LLC				
Cash	\$18,194	\$0		
737 S. Broadway	\$7,500,000	\$11,500,000		
Total Value for Unsecured Creditors:	\$0	\$0	\$125,000	
SLA INVESTMENTS LLC				
Cash	\$48,766	\$102,000		Outstanding receivable for unpaid rent during COVID
1040 S. Los Angeles Street	\$1,219,515	\$3,500,000		
EarthBean Coffee Receivable	\$5,000	\$5,000		
Total Value for Unsecured Creditors:	\$0	\$0	\$8,500	
NEGEV INVESTMENTS LLC				
12800 Foxdale Drive, Desert Hot Springs, CA	\$300	\$300		
	\$770,000	\$2,300,000		
Total Value for Unsecured Creditors:	\$0	\$0	\$0	

Asset	Chapter 7 Liquidation Value	Chapter 11 Going Concern Value (FMV)	Chapter 11 Avg Monthly Cash Flow	Notes
ALAN GOMPERS				
264 S. Oakhurst	\$2,300,000	\$2,800,000		
3538 Greenfield Avenue	\$0	\$1,300,000		
2247 S. Canfield	\$1,521,964	\$2,000,000		
2220 Bagley Avenue	\$1,647,847	\$2,500,000		
Honda Accord - 2015	\$0	\$7,000		After exemption
Honda Odyssey - 2016	\$8,500	\$9,000		After exemption
Tesla 3 - 2022	\$0	\$0		
DIP Account	\$61,030	\$817,000		After exemptions
Money Market Account	\$750,000			
Etrade Account	\$20,000	\$20,000		
Broadway Avenue Investments, LLC (33.33%)	\$0	\$0		
Seaton Investments, LLC (25%)	\$0	\$0		
SLA Investments, LLC (25%)	\$0	\$0		
Sienna Rose Inc. (25%)	\$0	\$0		No assets
Total Value for Unsecured Creditors:	\$6,309,341	\$9,453,000	\$67,916	
DANIEL HALEVY				
8561 Homer	\$0	\$1,500,000		After secured liens
Ford Ranger - 1999	\$0	\$3,000		After exemption
Rolls Royce - 1979	\$10,000	\$10,000		
Ford F250 - 1986	\$0	\$4,000		After exemption
Honda Odyssey - 2011	\$5,900	\$8,000		After exemption
DIP Accounts	\$2,000	\$7,500		
Sienna Rose Inc. (31%)	\$0	\$0		No assets
820 S. Spring Street, LLC (31%)	\$0	\$0		No assets
Commune Events, Inc. (100%)	\$0	\$0		No assets
802 Mateo St., LLC (100%)	\$0	\$0		
Almighty Builders, Inc. (100%)	\$0	\$0		No assets
Broadway Avenue Investments, LLC (33.33%)	\$0	\$0		
Seaton Investments, LLC (25%)	\$0	\$0		
SLA Investments, LLC (25%)	\$311,158	\$374,645		
Total Value for Unsecured Creditors:	\$329,058	\$1,907,145	\$24,000	

Asset	Chapter 7 Liquidation Value	Chapter 11 Going Concern Value (FMV)	Chapter 11 Avg Monthly Cash Flow	Notes
SUSAN HALEVY				
237 S. Linden	\$1,434,798	\$3,200,000		After homestead and liens and 7% cost of sale
133 S. Palm	\$0	\$2,500,000		No value after secured liens
140 S. Roxbury (50% partnership)	\$883,807	\$2,150,000		Liq. value at 20% discount to value of prtshp hldngs
Tesla 3	\$11,000	\$20,000		After exemption
Tesla X	\$18,000	\$20,000		
Cash	\$300	\$300		
DIP Accounts	\$1,000	\$5,000		
Stock - Public Storage	\$86,000	\$86,000		
Sienna Rose Inc. (25%)	\$0	\$0		No assets
820 S. Spring Street, LLC (30.1%)	\$0	\$0		Value of anticipated distributions to members
Negev Investments, LLC (100%)	\$0	\$0		
341 S. Canon, LLC (100%)	\$1,118,000	\$1,300,000		Undeveloped plot for SFR
Broadway Avenue Investments, LLC (33.33%)	\$0	\$0		
Colyton Investments, LLC (100%)	\$0	\$0		
Seaton Investments, LLC (41%)	\$0	\$0		
Seapiper Inn, Inc. (100%)	\$0	\$0		No assets
Total Value for Unsecured Creditors:	\$3,552,906	\$9,281,300	\$13,917	

* All secured property is valued after deducting for liens

** All commercial real estate is valued at a 10% discount in chapter 7 on account of the cost of sale and some loss in value for a liquidation sale

*** Single family homes are valued at a 7% discount in chapter 7 on account of the cost of sale and some loss in value for a liquidation sale

EXHIBIT D-1

Seaton 3 Year Projections

Seaton Investments, LLC

Tenant	Building	Floor	Unit Number	Sq/feet	NNN/Gross	2025												2026	
						Month 1	Month 2	Month 3	Month 4	Month 5	Month 6	Month 7	Month 8	Month 9	Month 10	Month 11	Month 12	Month 1	Month 2
Cash						387,174	314,723	236,199	581,307	216,416	204,359	92,302	80,245	126,484					
Monfere	431 Colyton	Ground Floor	101	3,500	Gross	11,139	11,139	11,139	11,139	11,473	11,473	11,473	11,473	11,473					
Aire Spa	433 Colyton	Ground Floor		24,838	NNN	98,308	98,308	98,308	98,308	98,308	98,308	98,308	98,308	98,308					
Silver Jeans	433 Colyton	2nd Floor	201/202/203	3,750	Gross	9,144	9,144	9,418	9,418	9,418	9,418	9,418	9,418	9,418					
Vacant	433 Colyton	2nd Floor	204	3,950	Gross	-	-	-	-	-	-	-	-	-					
Vacant - Retail/Creative office space	440 Seaton	Ground Floor		15,140	NNN	-	-	41,635	41,635	41,635	41,635	41,635	41,635	41,635					
Vacant - Creative office space	440 Seaton	2nd Floor		17,949	NNN	-	-	-	-	-	-	-	-	-					
Vacant - Creative office space	440 Seaton	3rd Floor		17,963	NNN	-	-	-	-	-	-	-	-	-					
Parking	440 Seaton	Ground Floor		15,000	Gross	6,144	6,144	10,000	10,000	10,000	10,000	10,000	10,000	10,000					
NNN Reimbursements						124,735	124,735	180,869	180,869	181,203	181,203	181,203	181,203	181,203					
Rental Income						511,909	439,459	417,067	762,176	397,619	385,562	273,504	368,744	414,984					
Fixed Expenses:																			
Property Taxes						-	-	-	-	-	-	-	-	-					
Insurance						5,590	5,590	5,590	5,590	5,590	5,590	5,590	5,590	5,590					
Total Fixed Expenses						5,590	5,590	5,590	5,590	5,590	5,590	5,590	5,590	5,590					
Operating Expenses:																			
Broker Commissions						-	-	-	-	-	-	-	-	-					
Tenant Improvement Expenses						-	-	-	350,000	-	-	-	-	-					
Accounting						-	-	2,500	2,500	-	-	-	-	-					
Legal						-	10,000	-	-	-	-	-	-	-					
Bank Service Charges						100	100	100	100	100	100	100	100	100					
Repairs and Maintenance						5,900	5,900	5,900	5,900	5,900	5,900	5,900	5,900	5,900					
Taxes & Licenses						100	100	100	100	100	100	100	100	100					
Utilities						2,500	2,500	2,500	2,500	2,500	2,500	2,500	2,500	2,500					
Management Fee						2,500	2,500	2,500	2,500	2,500	2,500	2,500	2,500	2,500					
Total Operating Expenses						6,100	16,100	8,600	358,600	6,100	106,100	6,100	6,100	106,100					
Total Expenses						11,690	21,690	14,190	364,190	11,690	111,690	11,690	60,690	111,690					
Net Operating Cash						500,220	417,769	402,878	397,986	385,929	273,872	261,815	308,055	303,295					
Plan Payments						13,549	9,623	9,623	9,623	9,623	9,623	9,623	9,623	9,623					
Mortgage Interest						171,947	171,947	171,947	171,947	171,947	171,947	171,947	171,947	171,947					
Net Cash						314,723	236,199	221,307	216,416	204,359	92,302	80,245	126,484	121,724					
Payback																			
Mortgage																			
1st Trust Deed																			
2nd Trust Deed																			

29,426,479
2,317,663
31,744,142

Seaton Investments, LLC																	
Tenant	Building	Floor	Unit Number	Sq/feet	NNN/Gross	2026		2026		2026		2026		2026		2026	
						Month February	Month March	Month April	Month May	Month June	Month July	Month August	Month September	Month October			
Cash	431 Colyton	Ground Floor	101	3,500	Gross	121,724	216,964	312,204	358,444	453,684	548,923	630,205	711,487	793,112			
	Montere	Ground Floor		24,838	NNN	11,473	11,473	11,473	11,473	11,473	11,473	11,473	11,817	11,817			
	Aire Spa	Ground Floor				98,308	98,308	98,308	98,308	98,308	98,308	98,308	98,308	98,308			
	433 Colyton	2nd Floor	201/202/203	3,750	Gross	9,418	9,418	9,418	9,418	9,418	9,701	9,701	9,701	9,701			
	433 Colyton	2nd Floor	204	3,950	Gross	-	-	-	-	-	-	-	-	-			
	440 Seaton	Ground Floor		15,140	NNN	41,635	41,635	41,635	41,635	41,635	42,884	42,884	42,884	42,884			
	440 Seaton	2nd Floor		17,949	NNN	49,360	49,360	49,360	49,360	49,360	42,884	42,884	42,884	42,884			
	440 Seaton	3rd Floor		17,963	NNN	49,398	49,398	49,398	49,398	49,398	42,884	42,884	42,884	42,884			
	440 Seaton	Ground Floor		15,000	Gross	10,000	10,000	10,000	10,000	10,000	10,000	10,000	10,000	10,000			
	440 Seaton	Ground Floor				18,907	18,907	18,907	18,907	18,907	18,907	18,907	18,907	18,907			
NNN Reimbursements						288,500	288,500	288,500	288,500	288,500	288,500	288,500	288,500	288,500	288,500	288,500	
Rental Income						410,224	505,464	600,704	646,944	742,183	825,965	907,246	988,872	1,070,498			
Fixed Expenses:																	
Property Taxes						5,590	5,590	5,590	5,590	5,590	5,590	5,590	5,590	5,590	5,590	5,590	
Insurance						5,590	5,590	54,590	5,590	5,590	5,590	5,590	5,590	5,590	5,590	5,590	
Total Fixed Expenses																	
Operating Expenses:																	
Broker Commissions						-	-	-	-	-	-	-	-	-	-	-	
Tenant Improvement Expenses						-	-	-	-	-	-	-	-	-	-	-	
Accounting						-	-	-	-	-	2,500	2,500	-	-	-	-	
Legal						-	-	-	-	-	-	-	-	-	-	-	
Bank Service Charges						100	100	100	100	100	100	100	100	100	100	100	
Repairs and Maintenance						5,900	5,900	5,900	5,900	5,900	5,900	5,900	5,900	5,900	5,900	5,900	
Taxes & Licenses						100	100	100	100	100	100	100	100	100	100	100	
Utilities						2,500	2,500	2,500	2,500	2,500	2,500	2,500	2,500	2,500	2,500	2,500	
Management Fee						2,500	2,500	2,500	2,500	2,500	2,500	2,500	2,500	2,500	2,500	2,500	
Total Operating Expenses						6,100	6,100	6,100	6,100	6,100	8,600	8,600	8,600	8,600	8,600	8,600	
Total Expenses						11,690	11,690	60,690	11,690	11,690	14,190	14,190	14,190	14,190	14,190	14,190	14,190
Net Operating Cash						398,534	493,774	540,014	635,254	730,494	811,775	893,057	974,683	1,056,308			
Plan Payments						9,623	9,623	9,623	9,623	9,623	9,623	9,623	9,623	9,623	9,623	9,623	9,623
Mortgage Interest						171,947	171,947	171,947	171,947	171,947	171,947	171,947	171,947	171,947	171,947	171,947	171,947
Net Cash						216,964	312,204	358,444	453,684	548,923	630,205	711,487	793,112	874,738			
Payback																	
Mortgage																	
1st Trust Deed																	
2nd Trust Deed																	
31,744,142																	

Mortgage	
1st Trust Deed	29,426,479
2nd Trust Deed	2,317,663
	31,744,142

Tenant	Building	Floor	Unit Number	Sq/feet	NNN/Gross	2027	2027	2027	2027	2027	2027	2027	2028	2028	2028	2028	2028
						Month	Month	Month	Month	Month	Month	Month	Month	Month	Month	Month	Month
						28	29	30	31	32	33	34	35	36			
						August	September	October	November	December	January	February	March	April			
Cash						1,326,040	1,411,452	1,496,865	1,582,277	1,667,689	1,703,101	1,788,514	1,873,926	1,959,338			
Monfere	431 Colyton	Ground Floor	101	3,500	Gross	11,817	11,817	11,817	11,817	11,817	11,817	11,817	11,817	11,817			
Aire Spa	433 Colyton	Ground Floor		24,838	NNN	98,308	98,308	98,308	98,308	98,308	98,308	98,308	98,308	98,308			
Silver Jeans	433 Colyton	2nd Floor	201/202/203	3,750	Gross	9,701	9,701	9,701	9,701	9,701	9,701	9,701	9,701	9,701			
Vacant	433 Colyton	2nd Floor	204	3,950	Gross	-	-	-	-	-	-	-	-	-			
Vacant - Retail/Creative office space	440 Seaton	Ground Floor		15,140	NNN	44,171	44,171	44,171	44,171	44,171	44,171	44,171	44,171	44,171			
Vacant - Creative office space	440 Seaton	2nd Floor		17,949	NNN	42,884	42,884	42,884	42,884	42,884	42,884	42,884	42,884	42,884			
Vacant - Creative office space	440 Seaton	3rd Floor		17,963	NNN	42,884	42,884	42,884	42,884	42,884	42,884	42,884	42,884	42,884			
Parking	440 Seaton	Ground Floor		15,000	Gross	10,000	10,000	10,000	10,000	10,000	10,000	10,000	10,000	10,000			
NNN Reimbursements						18,907	18,907	18,907	18,907	18,907	18,907	18,907	18,907	18,907			
Rental Income						278,672	278,672	278,672	278,672	278,672	278,672	278,672	278,672	278,672			
						1,604,712	1,690,125	1,775,537	1,860,949	1,946,361	1,981,774	2,067,186	2,152,598	2,238,012			
Fixed Expenses:																	
Property Taxes						-	-	-	-	50,000	-	-	-	-			1
Insurance						5,590	5,590	5,590	5,590	5,590	5,590	5,590	5,590	5,590			
Total Fixed Expenses						5,590	5,590	5,590	5,590	55,590	5,590	5,590	5,590	5,590			
Operating Expenses:																	
Broker Commissions						-	-	-	-	-	-	-	-	-			
Tenant Improvement Expenses						-	-	-	-	-	-	-	-	-			
Accounting						-	-	-	-	-	-	-	-	-			
Legal						-	-	-	-	-	-	-	-	-			
Bank Service Charges						100	100	100	100	100	100	100	100	100			
Repairs and Maintenance						5,900	5,900	5,900	5,900	5,900	5,900	5,900	5,900	5,900			
Taxes & Licenses						100	100	100	100	100	100	100	100	100			
Utilities						-	-	-	-	-	-	-	-	-			
Management Fee						2,500	2,500	2,500	2,500	2,500	2,500	2,500	2,500	2,500			
Total Operating Expenses						6,100	6,100	6,100	6,100	6,100	6,100	6,100	6,100	6,100			
Total Expenses						11,690	11,690	11,690	11,690	61,690	11,690	11,690	11,690	11,691			
Net Operating Cash						1,593,023	1,678,435	1,763,847	1,849,259	1,884,672	1,970,084	2,055,496	2,140,909	2,226,322			
Plan Payments						9,623	9,623	9,623	9,623	9,623	9,623	9,623	9,623	9,623			
Mortgage Interest						171,947	171,947	171,947	171,947	171,947	171,947	171,947	171,947	171,947			
Net Cash						1,411,452	1,496,865	1,582,277	1,667,689	1,703,101	1,788,514	1,873,926	1,959,338	2,044,751			
Payback																	31,744,142
Mortgage																	
1st Trust Deed																	
2nd Trust Deed																	

29,426,479
2,317,663
31,744,142

EXHIBIT D-2

Coltyon 3 Year Projections

EXHIBIT D-2

Colyton Investments, LLC

Tenant	Building	Floor	Unit Number	Sq/feet	NNN/Gross	2019 November	2020 December	2021 January	2022 February	2023 March	2024 April	2025 May	2026 June	2027 July
Cash						51,402	51,466	29,529	29,592	29,655	29,718	7,782	9,661	11,541
Diguse Systems, Inc.	421 Colyton	Ground Floor		7,000	Gross	27,154	27,154	27,154	27,154	27,154	27,154	27,968	27,968	27,968
Relativity Architects	421 Colyton	2nd Floor		8,000	Gross	16,205	16,205	16,205	16,205	16,205	16,205	16,691	16,691	16,691
To Be Leased	421 Colyton	3rd Floor		8,000	Gross	17,187	17,187	17,187	17,187	17,187	17,187	17,702	17,702	17,702
Owner user/Vacant	421 Colyton	Rear Space		7,000	Gross	-	-	-	-	-	-	-	-	-
Rental Income				30,000		60,546	60,546	60,546	60,546	60,546	60,546	62,362	62,362	62,363
						111,948	112,011	90,074	90,138	90,201	90,264	70,144	72,023	73,904

Fixed Expenses:						-	22,000	-	-	-	22,000	-	-	-
Property Taxes						1,200	1,200	1,200	1,200	1,200	1,200	1,200	1,200	1,200
Insurance						1,200	1,200	1,200	1,200	1,200	1,200	1,200	1,200	1,200
Total Fixed Expenses						1,200	23,200	1,200	1,200	23,200	1,200	1,200	1,200	1,200

Operating Expenses:						15	15	15	15	15	15	15	15	15
Bank Service Charges						-	-	-	-	-	-	-	-	-
Broker Fees						-	-	-	-	-	-	-	-	-
Accounting						-	-	-	-	-	-	-	-	-
Legal						-	-	-	-	-	-	-	-	-
Repairs and Maintenance						4,300	4,300	4,300	4,300	4,300	4,300	4,300	4,300	4,300
Taxes & Licenses						59	59	59	59	59	59	59	59	59
Utilities						1,146	1,146	1,146	1,146	1,146	1,146	1,146	1,146	1,146
Management Fee						5,000	5,000	5,000	5,000	5,000	5,000	5,000	5,000	5,000
Miscellaneous						331	331	331	331	331	331	331	331	331
Total Operating Expenses						10,851	10,851	10,851	10,851	10,851	10,851	10,851	10,851	10,851

Total Expenses						12,051	34,051	12,051	12,051	34,051	12,051	12,051	12,051	12,051
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Net Operating Cash						99,897	77,960	78,024	78,087	78,150	56,213	58,093	59,972	61,853
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Plan Payments						4,015	4,015	4,015	4,015	4,015	4,015	4,015	4,015	4,015
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Mortgage Interest						44,417	44,417	44,417	44,417	44,417	44,417	44,417	44,417	44,417
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Net Cash						51,466	29,529	29,592	29,655	29,718	7,782	9,661	11,541	13,421
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Payback														
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Mortgage														8,200,000
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EXHIBIT D-2

EXHIBIT D-3

**Broadway 3 Year
Projections**

737 S. Broadway
Cash Flow Projection

	Lease Year 2025 May	Lease Year 2025 June	Lease Year 2025 July	Lease Year 2025 August	Lease Year 2025 September	Lease Year 2025 October	Lease Year 2025 November	Lease Year 2025 December	Lease Year 2026 January	Lease Year 2026 February	Lease Year 2026 March
Cash											
Rental Income											
-	89,400	181,100	181,100	273,600	242,409	209,217	176,026	174,835	173,644	170,452	169,261
100,000	100,000	100,000	100,000	100,000	100,000	100,000	150,000	150,000	150,000	150,000	150,000
100,000	189,400	281,100	373,600	373,600	342,409	309,217	326,026	324,835	323,644	320,452	319,261
Expenses											
Maintenance	7,500	7,500	7,500	7,500	7,500	7,500	7,500	7,500	7,500	7,500	7,500
Insurance	-	-	-	-	-	-	-	-	-	-	-
Accounting	-	-	-	-	2,000	2,000	-	-	-	-	-
Legal	-	-	-	-	-	-	-	-	2,000	-	-
Property Taxes	-	-	-	-	-	-	-	-	-	-	-
Management Fee	-	-	-	-	-	-	-	-	-	-	-
Taxes Licenses	-	-	-	-	-	-	20,000	20,000	20,000	20,000	20,000
Utilities	1,500	800	-	-	-	-	-	-	-	-	1,500
	1,600	-	-	-	-	-	-	-	-	-	-
Total Expenses	10,600	8,300	7,500	7,500	9,500	9,500	27,500	27,500	29,500	27,500	29,000
Net Operating Cash	89,400	181,100	273,600	366,100	332,909	299,717	298,526	297,335	294,144	292,952	290,261
Plan Payments											
	-	-	-	4,804	4,804	4,804	4,804	4,804	4,804	4,804	4,804
Mortgage Interest 7%											
	-	-	-	118,888	118,888	118,888	118,888	118,888	118,888	118,888	118,888
Net Cash	89,400	181,100	273,600	242,409	209,217	176,026	174,835	173,644	170,452	169,261	166,570
Mortgage Interest 7% Loan Payback											
	-	-	-	118,888	118,888	118,888	118,888	118,888	118,888	118,888	118,888
	-	-	-	-	-	-	-	-	-	-	-

Broadway	16,162,044
Negev	1,371,500
SLA Investments	131,875
Personal Real Estate	2,715,336
Total Debt	20,380,755

737 S. Broadway
Cash Flow Projection

Lease Year	Lease Year	Lease Year	Lease Year	Lease Year	Lease Year	Lease Year	Lease Year	Lease Year	Lease Year	Lease Year	Lease Year	Lease Year	Lease Year
2026	2026	2026	2026	2026	2026	2026	2026	2026	2026	2026	2026	2026	2026
April	May	June	July	August	September	October	November	December	January	February	March	April	May
166,570	163,878	161,187	159,196	158,005	156,813	153,622	150,431	195,239	240,048	282,857			
150,000	150,000	150,000	150,000	150,000	150,000	150,000	196,000	196,000	196,000	196,000			
316,570	313,878	311,187	309,196	308,005	306,813	303,622	346,431	391,239	436,048	478,857			

Cash	
Rental Income	

Expenses	
Maintenance	
Insurance	
Accounting	
Legal	
Property Taxes	
Management Fee	
Taxes Licenses	
Utilities	
Total Expenses	

Net Operating Cash

Plan Payments

Mortgage Interest 7%

Net Cash

Mortgage Interest 7%

Loan Payback

Broadway	16,162,044
Negev	1,371,500
SLA Investments	131,875
Personal Real Estate	2,715,336
Total Debt	20,380,755

737 S. Broadway
Cash Flow Projection

[illegible]

Broadway	16,162,044
Negev	1,371,500
SLA Investments	131,875
Personal Real Estate	2,715,336
Total Debt	20,380,755

737 S. Broadway
Cash Flow Projection

Cash	Lease Year	Lease Year	Lease Year	Lease Year
	4	4	4	4
Rental Income	2028	2028	2028	2028
	January	February	March	April
	776,453	824,261	874,070	922,379
	201,000	201,000	201,000	201,000
	977,453	1,025,261	1,075,070	1,123,379
Expenses	7,500	7,500	7,500	7,500
	-	-	-	-
	-	-	-	-
	2,000	-	-	-
	-	-	-	-
	20,000	20,000	20,000	20,000
	-	-	1,500	1,500
	-	-	-	-
	29,500	27,500	29,000	29,000
	947,953	997,761	1,046,070	1,094,379
Net Operating Cash				
Plan Payments	4,804	4,804	4,804	4,804
Mortgage Interest 7%	118,888	118,888	118,888	20,499,643
Net Cash	824,261	874,070	922,379	(19,410,068)
Mortgage Interest 7%	118,888	118,888	118,888	118,888
Loan Payback	-	-	-	20,380,755
Broadway				
Negev				
SLA Investments				
Personal Real Estate				
Total Debt	16,162,044	1,371,500	131,875	2,715,336
	20,380,755			

EXHIBIT D-4

Negev 3 Year Projections

Negev Investments, LLC

	2024						
	Month 1	Month 2	Month 3	Month 4	Month 5	Month 6	Month 7
Tenant							

Income per Management agreement	1,200	1,200	1,200	1,200	1,200	1,200	1,200
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Mortgage
1st Trust Deed
1,300,000
Paid By Broadway

Negev Investments, LLC

Tenant	Month 8	Month 9	Month 10	Month 11	Month 12	2024 Year 1	Month 13

Income per Management agreement

1,200	1,200	1,200	1,200	1,200	1,200	14,400	1,500
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Mortgage
1st Trust Deed
1,300,000
Paid By Broadway

Negev Investments, LLC	Tenant	Month 14	Month 15	Month 16	Month 17	Month 18	Month 19	Month 20

Income per Management agreement		1,500	1,500	1,500	1,500	1,500	1,500	1,500
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Mortgage

1st Trust Deed

1,300,000

Paid By Broadway

Negev Investments, LLC

Tenant	Month 21	Month 22	Month 23	Month 24	2025 Year 2	Month 25	Month 26

Income per Management agreement

1,500	1,500	1,500	1,500	1,500	18,000.00	2,000	2,000
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Mortgage
1st Trust Deed
1,300,000
Paid By Broadway

Negev Investments, LLC	Tenant	Month 27	Month 28	Month 29	Month 30	Month 31	Month 32	Month 33
Income per Management agreement		2,000	2,000	2,000	2,000	2,000	2,000	2,000

Mortgage

1st Trust Deed

1,300,000

Paid By Broadway

Negev Investments, LLC

Tenant	2026		
	Month 34	Month 35	Month 36
			Year 3

Income per Management agreement	2,000	2,000	2,000	24,000
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Mortgage
1st Trust Deed
1,300,000
Paid By Broadway

EXHIBIT D-5

SLA 3 Year Projections

SLA Investments, LLC

Tenant	2025					2026				
	Month 1 May	Month 2 June	Month 3 July	Month 4 August	Month 5 September	Month 6 October	Month 7 November	Month 8 December	Month 9 January	Month 10 February
Cash	102,000	96,911	94,323	91,734	89,145	87,890	86,634	85,379	84,123	82,867
Rent	11,600	11,600	11,600	11,600	11,600	11,600	11,600	11,600	11,600	13,600
	113,600	108,511	105,923	103,334	100,745	99,490	98,234	96,979	95,723	96,467
Fixed Expenses:										
Property Taxes	-	-	-	-	-	-	-	-	-	-
Insurance	400	400	400	400	400	400	400	400	400	400
Total Fixed Expenses	400	400	400	400	400	400	400	400	400	400
Operating Expenses:										
Repairs and Maintenance	2,500	2,500	2,500	2,500	2,500	2,500	2,500	2,500	2,500	2,500
Taxes & Licenses	100	100	100	100	100	100	100	100	100	100
Utilities	1,333	1,333	1,333	1,333	1,333	1,333	1,333	1,333	1,333	1,333
Management Fee	2,500	2,500	2,500	2,500	2,500	2,500	2,500	2,500	2,500	2,500
Total Operating Expenses	6,433	3,933	3,933	3,933	2,600	2,600	2,600	2,600	2,600	2,600
Total Expenses	6,833	4,333	4,333	4,333	3,000	3,000	3,000	3,000	3,000	3,000
Net Operating Cash	4,767	7,267	7,267	7,267	8,600	8,600	8,600	8,600	8,600	10,600
Plan Payments	841	841	841	841	841	841	841	841	841	841
Mortgage Interest	9,015	9,015	9,015	9,015	9,015	9,015	9,015	9,015	9,015	9,015
Net Cash Flow	96,911	94,323	91,734	89,145	87,890	86,634	85,379	84,123	82,867	83,612

Mortgage
1st Trust Deed
2nd Trust Deed
1,802,928
paid off through
Broadway Loan

SLA Investments, LLC

Tenant	Month 11 March	Month 12 April	Year 13 May	Month 14 June	Month 15 July	Month 16 August	Month 17 September	Month 18 October	Month 19 November	Month 20 December
Cash	83,612	84,356	66,166	62,511	63,255	63,999	64,744	46,554	47,298	51,043
Rent	13,600	13,600	13,600	13,600	13,600	13,600	13,600	13,600	16,600	16,600
	97,212	97,956	79,766	76,111	76,855	77,599	78,344	60,154	63,898	67,643
Fixed Expenses:										
Property Taxes	-	18,934	-	-	-	-	18,934	-	-	-
Insurance	400	400	4,800	400	400	400	400	400	400	400
Total Fixed Expenses	400	19,334	4,800	400	400	400	19,334	400	400	400
Operating Expenses:										
Repairs and Maintenance	2,500	2,500	2,500	2,500	2,500	2,500	2,500	2,500	2,500	2,500
Taxes & Licenses	100	100	100	100	100	100	100	100	100	100
Utilities	1,333	1,333	1,333	1,333	1,333	1,333	1,333	1,333	1,333	1,333
Management Fee	2,500	2,500	2,500	2,500	2,500	2,500	2,500	2,500	2,500	2,500
Total Operating Expenses	2,600	2,600	2,600	2,600	2,600	2,600	2,600	2,600	2,600	2,600
Total Expenses	3,000	21,934	7,400	3,000	3,000	3,000	21,934	3,000	3,000	3,000
Net Operating Cash	10,600	(8,334)	6,200	10,600	10,600	10,600	(8,334)	10,600	13,600	13,600
Plan Payments	841	841	841	841	841	841	841	841	841	841
Mortgage Interest	9,015	9,015	9,015	9,015	9,015	9,015	9,015	9,015	9,015	9,015
Net Cash Flow	84,356	66,166	62,511	63,255	63,999	64,744	46,554	47,298	51,043	54,787

Mortgage
1st Trust Deed
2nd Trust Deed
1,802,928
paid off through
Broadway Loan

SLA Investments, LLC

Tenant	2027									
	Month 21 January	Month 22 February	Month 23 March	Month 24 April	Month 25 May	Year 26 June	Month 27 July	Month 28 August	Month 29 September	
Cash	54,787	58,532	62,276	66,020	69,765	54,575	58,319	64,064	69,808	
Rent	16,600	16,600	16,600	16,600	16,600	16,600	18,600	18,600	18,600	
	71,387	75,132	78,876	82,620	86,365	71,175	76,919	82,664	88,408	
Fixed Expenses:										
Property Taxes	-	-	-	-	18,934	-	-	-	-	
Insurance	400	400	400	400	400	400	400	400	400	
Total Fixed Expenses	400	400	400	400	19,334	400	400	400	400	
Operating Expenses:										
Repairs and Maintenance	2,500	2,500	2,500	2,500	2,500	2,500	2,500	2,500	2,500	
Taxes & Licenses	100	100	100	100	100	100	100	100	100	
Utilities	1,333	1,333	1,333	1,333	1,333	1,333	1,333	1,333	1,333	
Management Fee	2,500	2,500	2,500	2,500	2,500	2,500	2,500	2,500	2,500	
Total Operating Expenses	2,600	2,600	2,600	2,600	2,600	2,600	2,600	2,600	3,933	
Total Expenses	3,000	3,000	3,000	3,000	21,934	3,000	3,000	3,000	4,333	
Net Operating Cash	13,600	13,600	13,600	13,600	(5,334)	13,600	15,600	15,600	14,267	
Plan Payments	841	841	841	841	841	841	841	841	841	
Mortgage Interest	9,015	9,015	9,015	9,015	9,015	9,015	9,015	9,015	9,015	
Net Cash Flow	58,532	62,276	66,020	69,765	54,575	58,319	64,064	69,808	74,219	

Mortgage
1,802,928
1st Trust Deed
paid off through
2nd Trust Deed
Broadway Loan

SLA Investments, LLC

Tenant	2028						
	Month 30 October	Month 31 November	Month 32 December	Month 33 January	Month 34 February	Month 35 March	Month 36 April
Cash	74,219	61,697	68,108	74,519	80,931	87,342	93,754
Rent	20,600	20,600	20,600	20,600	20,600	20,600	20,600
	94,819	82,297	88,708	95,119	101,531	107,942	114,354
Fixed Expenses:							
Property Taxes	18,934	-	-	-	-	-	-
Insurance	400	400	400	400	400	400	400
Total Fixed Expenses	19,334	400	400	400	400	400	400
Operating Expenses:							
Repairs and Maintenance	2,500	2,500	2,500	2,500	2,500	2,500	2,500
Taxes & Licenses	100	100	100	100	100	100	100
Utilities	1,333	1,333	1,333	1,333	1,333	1,333	1,333
Management Fee	2,500	2,500	2,500	2,500	2,500	2,500	2,500
Total Operating Expenses	3,933	3,933	3,933	3,933	3,933	3,933	3,933
Total Expenses	23,267	4,333	4,333	4,333	4,333	4,333	4,333
Net Operating Cash	(2,667)	16,267	16,267	16,267	16,267	16,267	16,267
Plan Payments	841	841	841	841	841	841	841
Mortgage Interest	9,015	9,015	9,015	9,015	9,015	9,015	9,015
Net Cash Flow	61,697	68,108	74,519	80,931	87,342	93,754	100,165

Mortgage
1st Trust Deed
2nd Trust Deed
1,802,928
paid off through
Broadway Loan

EXHIBIT E-1

Seaton Financial Statements

Seaton Investments, LLC
Preliminary Balance Sheet
As of December 31, 2023

	<u>Dec 31, 23</u>
ASSETS	
Current Assets	
Checking/Savings	
Checking	234,799.83
Total Checking/Savings	234,799.83
Other Current Assets	
Intercompany Receivable - SLA	-7,000.00
Intercompany Receivable - SR	117,600.00
Total Other Current Assets	110,600.00
Total Current Assets	345,399.83
Fixed Assets	
Accumulated Depreciation	-2,341,060.83
Buildings	13,911,623.00
Land	13,902,730.39
Leasehold Improvements	2,576,588.89
Total Fixed Assets	28,049,881.45
Other Assets	
capitalized interest on bldg	1,015,326.13
Construction in process	12,879,349.12
Construction Reserve	2,527.33
Intangible Asset	
Accum. Amortization loan fees	-839,725.00
Prepaid loan fees	839,725.43
Total Intangible Asset	0.43
Total Other Assets	13,897,203.01
TOTAL ASSETS	42,292,484.29
LIABILITIES & EQUITY	
Liabilities	
Current Liabilities	
Other Current Liabilities	
KDM- LOC	2,507,292.98
Payable Colyton	-5,465,656.01
Tenant Security Deposits Held	313,356.75
Total Other Current Liabilities	-2,645,006.28
Total Current Liabilities	-2,645,006.28
Long Term Liabilities	
Loan - KDM	
Colyton's share on KDM loan	8,968,306.28
Loan - KDM - Other	26,131,693.72
Total Loan - KDM	35,100,000.00
Member Loans	600,000.00
Total Long Term Liabilities	35,700,000.00
Total Liabilities	33,054,993.72

Equity

Capital, Alan Gomperts	-2,652,226.00
Capital, Daniel Halevy	-2,652,225.00
Capital, Simon Harkam	-954,800.00
Capital, Sue Halevy	17,405,215.22
Net Income	-1,908,473.65

Total Equity	<u>9,237,490.57</u>
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TOTAL LIABILITIES & EQUITY	<u><u>42,292,484.29</u></u>
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Seaton Investments, LLC
Preliminary Profit & Loss
January through December 2023

	<u>Jan - Dec 23</u>
Ordinary Income/Expense	
Income	
Rental Income	609,211.61
Total Income	<u>609,211.61</u>
Expense	
Amortization	139,954.00
Bank Service Charges	100.00
Broker Commissions	12,500.00
Depreciation Expense	305,850.00
Equipment lease, parking	47,234.04
Insurance Expense	19,976.94
Interest Expense	1,804,964.53
Legal Expense	28,501.49
Professional Fees	5,000.00
Repairs and Maintenance	69,943.64
Taxes - Property	49,047.21
Utilities	33,726.27
Total Expense	<u>2,516,798.12</u>
Net Ordinary Income	-1,907,586.51
Other Income/Expense	
Other Expense	
Franchise Taxes paid	800.00
Penalties	87.14
Total Other Expense	<u>887.14</u>
Net Other Income	-887.14
Net Income	<u><u>-1,908,473.65</u></u>

Seaton Investments, LLC
Preliminary Statement of Cash Flows
January through December 2023

	Jan - Dec 23
OPERATING ACTIVITIES	
Net Income	-1,908,473.65
Adjustments to reconcile Net Income to net cash provided by operations:	
Net cash provided by Operating Activities	-1,908,473.65
INVESTING ACTIVITIES	
Accumulated Depreciation	305,850.00
Buildings	-10,558,071.00
Land	-11,196,702.00
Leasehold Improvements	-4,224.00
Construction in process	-152,390.35
Intangible Asset: Accum. Amortization loan fees	139,954.00
Intercompany Accounts	-434,369.56
Other Assets	327,066.87
Net cash provided by Investing Activities	-21,572,886.04
FINANCING ACTIVITIES	
Member Loans	600,000.00
Capital Members	22,078,542.56
Mortgage Loan	1,000,000.00
Net cash provided by Financing Activities	23,678,542.56
Net cash increase for period	197,182.87
Cash at beginning of period	37,616.96
Cash at end of period	234,799.83

Seaton Investments, LLC
Preliminary Balance Sheet
As of September 30, 2024

	Sep 30, 24
ASSETS	
Current Assets	
Checking/Savings	
Farmers and Merchants - Tax Acc	200.00
Farmers and Merchants Checking	94,083.73
Total Checking/Savings	94,283.73
Other Current Assets	
Intercompany Receivable - SLA	-7,000.00
Intercompany Receivable - SR	155,910.00
Total Other Current Assets	148,910.00
Total Current Assets	243,193.73
Fixed Assets	
Accumulated Depreciation	-2,341,060.83
Buildings	13,911,623.00
Land	13,902,730.39
Leasehold Improvements	2,581,707.64
Total Fixed Assets	28,055,000.20
Other Assets	
capitalized interest on bldg	1,015,326.13
Construction in process	12,903,690.87
Construction Reserve	2,527.33
Intangible Asset	
Accum. Amortization loan fees	-839,725.00
Prepaid loan fees	839,725.43
Total Intangible Asset	0.43
Total Other Assets	13,921,544.76
TOTAL ASSETS	42,219,738.69
LIABILITIES & EQUITY	
Liabilities	
Current Liabilities	
Other Current Liabilities	
KDM- LOC	2,507,292.98
Loan Payable - Broadway Avenue	-250.00
Payable Colyton	-5,404,617.87
Tenant Security Deposits Held	313,356.75
Total Other Current Liabilities	-2,584,218.14
Total Current Liabilities	-2,584,218.14
Long Term Liabilities	
Loan - KDM	
Colyton's share on KDM loan	8,968,306.28
Loan - KDM - Other	26,131,693.72
Total Loan - KDM	35,100,000.00
Member Loans	600,000.00

	Sep 30, 24
Total Long Term Liabilities	35,700,000.00
Total Liabilities	33,115,781.86
Equity	
Capital, Alan Gomperts	-2,652,226.00
Capital, Daniel Halevy	-2,652,225.00
Capital, Simon Harkam	-954,800.00
Capital, Sue Halevy	17,405,215.22
Retained Earnings	-1,908,473.65
Net Income	-133,533.74
Total Equity	9,103,956.83
TOTAL LIABILITIES & EQUITY	42,219,738.69

Seaton Investments, LLC
Profit & Loss
January through September 2024

	<u>Jan - Sep 24</u>
Ordinary Income/Expense	
Income	
Reimbursement Income	16,706.12
Rental Income	153,440.00
Total Income	<u>170,146.12</u>
Expense	
Bank Service Charges	575.06
Equipment lease, parking	11,808.51
Insurance Expense	82,058.14
Legal Expense	122,400.00
Managment Fees	10,000.00
Repairs and Maintenance	67,935.49
Taxes - Property	1,848.77
Taxes & Licenses	1,298.70
Utilities	4,955.19
Total Expense	<u>302,879.86</u>
Net Ordinary Income	<u>-132,733.74</u>
Other Income/Expense	
Other Expense	
Franchise Taxes paid	800.00
Total Other Expense	<u>800.00</u>
Net Other Income	<u>-800.00</u>
Net Income	<u><u>-133,533.74</u></u>

Seaton Investments, LLC
Preliminary Statement of Cash Flows
January through September 2024

	Jan - Sep 24
OPERATING ACTIVITIES	
Net Income	-133,533.74
Adjustments to reconcile Net Income to net cash provided by operations:	
Net cash provided by Operating Activities	-133,533.74
INVESTING ACTIVITIES	
Intercompany Accounts	22,478.14
Leasehold Improvements	-5,118.75
Construction in process	-24,341.75
Net cash provided by Investing Activities	-6,982.36
Net cash increase for period	-140,516.10
Cash at beginning of period	234,799.83
Cash at end of period	94,283.73

EXHIBIT E-2

Colyton Financial Statements

Colyton Investments, LLC
Preliminary Balance Sheet
As of December 31, 2023

	<u>Dec 31, 23</u>
ASSETS	
Current Assets	
Checking/Savings	
Checking	47,145.36
Total Checking/Savings	47,145.36
Other Current Assets	
Loan Receivable- David Halevy	923,024.01
Total Other Current Assets	923,024.01
Total Current Assets	970,169.37
Fixed Assets	
Accumulated Depreciation	
Accumulated Deprec Colyton	-412,916.00
Accumulated Depreciation - Other	-54,222.50
Total Accumulated Depreciation	-467,138.50
Building, Colyton	1,065,384.23
Land, Colyton	1,501,624.50
Leasehold Improvements	515,372.67
Total Fixed Assets	2,615,242.90
Other Assets	
Loan fee	
Accumulated Amortization	-276,775.50
Loan fee - Other	301,929.19
Total Loan fee	25,153.69
Loan Receivable	347,995.81
Receivable - Seaton	-5,463,155.24
Total Other Assets	-5,090,005.74
TOTAL ASSETS	<u>-1,504,593.47</u>
LIABILITIES & EQUITY	
Liabilities	
Current Liabilities	
Other Current Liabilities	
Tenant Security Deposits Held	61,850.00
Total Other Current Liabilities	61,850.00
Total Current Liabilities	61,850.00
Long Term Liabilities	
Logix Loan	-9,000.00
Total Long Term Liabilities	-9,000.00
Total Liabilities	52,850.00
Equity	
Members Draw	-1,707,186.11
Members Equity	-4,586.46
Net Income	154,329.10
Total Equity	-1,557,443.47
TOTAL LIABILITIES & EQUITY	<u>-1,504,593.47</u>

Colyton Investments, LLC
Preliminary Profit & Loss
January through December 2023

	Jan - Dec 23
Ordinary Income/Expense	
Income	
Rental Income	604,947.98
Total Income	604,947.98
Expense	
Amortization	75,489.50
Automobile Expense	2,692.37
Bank Charges	412.00
Building Repairs	5,383.88
Charitable Contributions	3,574.30
Depreciation Expense	54,222.50
Insurance Expense	24,544.03
Interest Expense	212,976.00
Property Taxes	20,224.13
Repairs and Maintenance	25,784.64
Supplies	358.06
Taxes - State	3,553.64
Telephone Expense	2,826.67
Utilities	18,577.16
Total Expense	450,618.88
Net Ordinary Income	154,329.10
Net Income	154,329.10

Colyton Investments, LLC
Preliminary Statement of Cash Flows
January through December 2023

	Jan - Dec 23
OPERATING ACTIVITIES	
Net Income	154,329.10
Adjustments to reconcile Net Income to net cash provided by operations:	
Net cash provided by Operating Activities	154,329.10
INVESTING ACTIVITIES	
Intercompany Accounts	8,829,507.71
Net cash provided by Investing Activities	8,829,507.71
FINANCING ACTIVITIES	
Mortgage Loan	-8,977,306.28
Net cash provided by Financing Activities	-8,977,306.28
Net cash increase for period	6,530.53
Cash at beginning of period	40,614.83
Cash at end of period	47,145.36

Colyton Investments, LLC
Preliminary Balance Sheet
As of September 30, 2024

	<u>Sep 30, 24</u>
ASSETS	
Current Assets	
Checking/Savings	
Checking - Farmers	318,948.32
Tax Account - Farmers	200.00
Total Checking/Savings	<u>319,148.32</u>
Other Current Assets	
Loan Receivable- David Halevy	951,896.47
Total Other Current Assets	<u>951,896.47</u>
Total Current Assets	<u>1,271,044.79</u>
Fixed Assets	
Accumulated Depreciation	
Accumulated Deprec Colyton	-412,916.00
Accumulated Depreciation - Other	-54,222.50
Total Accumulated Depreciation	<u>-467,138.50</u>
Building, Colyton	1,065,384.23
Land, Colyton	1,501,624.50
Leasehold Improvements	515,372.67
Total Fixed Assets	<u>2,615,242.90</u>
Other Assets	
Loan fee	
Accumulated Amortization	-276,775.50
Loan fee - Other	301,929.19
Total Loan fee	<u>25,153.69</u>
Loan Receivable	347,995.81
Receivable - Seaton	-5,402,117.10
Total Other Assets	<u>-5,028,967.60</u>
TOTAL ASSETS	<u><u>-1,142,679.91</u></u>
LIABILITIES & EQUITY	
Liabilities	
Current Liabilities	
Other Current Liabilities	
Tenant Security Deposits Held	61,850.00
Total Other Current Liabilities	<u>61,850.00</u>
Total Current Liabilities	<u>61,850.00</u>
Total Liabilities	<u>61,850.00</u>
Equity	
Members Draw	-1,736,956.11
Members Equity	149,742.64
Net Income	382,683.56
Total Equity	<u>-1,204,529.91</u>
TOTAL LIABILITIES & EQUITY	<u><u>-1,142,679.91</u></u>

Colyton Investments, LLC
Preliminary Profit & Loss
January through September 2024

	<u>Jan - Sep 24</u>
Ordinary Income/Expense	
Income	
Rental Income	475,925.43
Total Income	<u>475,925.43</u>
Expense	
Automobile Expense	226.16
Bank Charges	92.94
Contract Labor	1,875.00
Insurance Expense	8,442.15
Meals and Entertainment	65.00
Office Supplies	7.99
Property Management Fees	20,000.00
Repairs and Maintenance	50,513.47
Taxes - State	800.00
Taxes and Licenses	1,413.01
Telephone Expense	752.31
Utilities	9,053.84
Total Expense	<u>93,241.87</u>
Net Ordinary Income	<u>382,683.56</u>
Net Income	<u><u>382,683.56</u></u>

Colyton Investments, LLC
Preliminary Statement of Cash Flows
January through September 2024

	<u>Jan - Sep 24</u>
OPERATING ACTIVITIES	
Net Income	382,683.56
Adjustments to reconcile Net Income to net cash provided by operations:	
	<u>0.00</u>
Net cash provided by Operating Activities	382,683.56
INVESTING ACTIVITIES	
Intercompany Accounts	<u>-89,910.60</u>
Net cash provided by Investing Activities	-89,910.60
FINANCING ACTIVITIES	
Mortgage Loan	9,000.00
Members Draw	<u>-29,770.00</u>
Net cash provided by Financing Activities	<u>-20,770.00</u>
Net cash increase for period	272,002.96
Cash at beginning of period	<u>47,145.36</u>
Cash at end of period	<u><u>319,148.32</u></u>

EXHIBIT E-3

Broadway Financial Statements

Broadway Avenue Investments, LLC
Preliminary Balance Sheet
As of December 31, 2023

	Dec 31, 23
ASSETS	
Current Assets	
Checking/Savings	
Checking	-5.34
Total Checking/Savings	-5.34
Other Current Assets	
Construction In Progress	144,765.15
Intercompany Receivable - SR	-17,323.01
Total Other Current Assets	127,442.14
Total Current Assets	127,436.80
Fixed Assets	
Accumulated Depreciation	-1,327,676.00
Building	7,785,613.74
Land	2,847,848.00
Total Fixed Assets	9,305,785.74
Other Assets	
Accumulated amort, loan fees	-519,347.00
Loan Fees	519,347.00
Total Other Assets	0.00
TOTAL ASSETS	9,433,222.54
LIABILITIES & EQUITY	
Liabilities	
Current Liabilities	
Other Current Liabilities	
Loan - Archway	19,393,418.02
Member Loans - Daniel Halevy	73,708.25
Member Loans - Sue Halevy	251,629.82
Total Other Current Liabilities	19,718,756.09
Total Current Liabilities	19,718,756.09
Total Liabilities	19,718,756.09
Equity	
Member 1 Equity_Alan	-3,341,013.51
Member 2 Equity_Sue	-1,405,412.02
Member3 Equity_Daniel	-3,341,022.02
Net Income	-2,198,086.00
Total Equity	-10,285,533.55
TOTAL LIABILITIES & EQUITY	9,433,222.54

Broadway Avenue Investments, LLC
Preliminary Profit & Loss
January through December 2023

	<u>Jan - Dec 23</u>
Ordinary Income/Expense	
Expense	
Accounting & Legal	10,000.00
Bank Service Charges	150.00
Broker Fees	4,000.00
Depreciation Expense	182,998.00
Interest Expense	1,999,118.00
Utilities	1,020.00
Total Expense	<u>2,197,286.00</u>
Net Ordinary Income	-2,197,286.00
Other Income/Expense	
Other Expense	
Franchise Taxes Paid	800.00
Total Other Expense	<u>800.00</u>
Net Other Income	-800.00
Net Income	<u><u>-2,198,086.00</u></u>

Broadway Avenue Investments, LLC
Preliminary Statement of Cash Flows
January through December 2023

	<u>Jan - Dec 23</u>
OPERATING ACTIVITIES	
Net Income	-2,198,086.00
Adjustments to reconcile Net Income to net cash provided by operations:	
Net cash provided by Operating Activities	-2,198,086.00
INVESTING ACTIVITIES	
Intercompany Accounts	-415,183.94
Accumulated Depreciation	182,998.00
Construction In Progress	-1,603.00
Building	-1,417,215.00
Land	-518,394.00
Net cash provided by Investing Activities	-2,169,397.94
FINANCING ACTIVITIES	
Members Equity	2,368,115.94
Mortgage Loan	1,999,118.00
Net cash provided by Financing Activities	4,367,233.94
Net cash increase for period	-250.00
Cash at beginning of period	244.66
Cash at end of period	<u><u>-5.34</u></u>

Broadway Avenue Investments, LLC
Preliminary Balance Sheet
As of September 30, 2024

	<u>Sep 30, 24</u>
ASSETS	
Current Assets	
Checking/Savings	
Farmers and Merchants Checking	17,994.88
Farmers Tax Account	200.00
Total Checking/Savings	<u>18,194.88</u>
Other Current Assets	
Construction In Progress	145,902.99
Intercompany Receivable-Seaton	-250.00
Intercompany Receivable - SR	-25,774.01
Total Other Current Assets	<u>119,878.98</u>
Total Current Assets	<u>138,073.86</u>
Fixed Assets	
Accumulated Depreciation	-1,327,676.00
Building	7,785,613.74
Land	2,847,848.00
Total Fixed Assets	<u>9,305,785.74</u>
Other Assets	
Accumulated amort, loan fees	-519,347.00
Loan Fees	519,347.00
Total Other Assets	<u>0.00</u>
TOTAL ASSETS	<u><u>9,443,859.60</u></u>
LIABILITIES & EQUITY	
Liabilities	
Current Liabilities	
Other Current Liabilities	
Loan - Archway	19,393,418.02
Member Loans - Daniel Halevy	73,708.25
Member Loans - Sue Halevy	251,629.82
Total Other Current Liabilities	<u>19,718,756.09</u>
Total Current Liabilities	<u>19,718,756.09</u>
Long Term Liabilities	
Acoca Loan	50,000.00
Total Long Term Liabilities	<u>50,000.00</u>
Total Liabilities	<u>19,768,756.09</u>
Equity	
Member 1 Equity_Alan	-3,341,013.51
Member 2 Equity_Sue	-1,405,412.02
Member3 Equity_Daniel	-3,341,022.02
Retained Earnings	-2,198,086.00
Net Income	-39,362.94
Total Equity	<u>-10,324,896.49</u>
TOTAL LIABILITIES & EQUITY	<u><u>9,443,859.60</u></u>

Broadway Avenue Investments, LLC
Preliminary Profit & Loss
January through September 2024

	<u>Jan - Sep 24</u>
Ordinary Income/Expense	
Expense	
Bank Service Charges	35.00
Broker Fees	8,000.00
Insurance Expense	8,103.41
Office Supplies	57.94
Repairs and Maintenance	5,916.12
Taxes and Licenses	520.00
Utilities	15,930.47
Total Expense	<u>38,562.94</u>
Net Ordinary Income	-38,562.94
Other Income/Expense	
Other Expense	
Franchise Taxes Paid	800.00
Total Other Expense	<u>800.00</u>
Net Other Income	-800.00
Net Income	<u><u>-39,362.94</u></u>

Broadway Avenue Investments, LLC
Preliminary Statement of Cash Flows
January through September 2024

	<u>Jan - Sep 24</u>
OPERATING ACTIVITIES	
Net Income	-39,362.94
Adjustments to reconcile Net Income to net cash provided by operations:	
Construction In Progress	-1,137.84
Intercompany Accounts	<u>8,701.00</u>
Net cash provided by Operating Activities	-31,799.78
FINANCING ACTIVITIES	
Acoca Loan	<u>50,000.00</u>
Net cash provided by Financing Activities	<u>50,000.00</u>
Net cash increase for period	18,200.22
Cash at beginning of period	-5.34
Cash at end of period	<u><u>18,194.88</u></u>

EXHIBIT E-4

Negev Financial Statements

Negev Investments, LLC
Preliminary Balance Sheet
As of December 31, 2023

	<u>Dec 31, 23</u>
ASSETS	
Current Assets	
Other Current Assets	
Receivable - Seapiper	16,791.90
Total Other Current Assets	<u>16,791.90</u>
Total Current Assets	16,791.90
Fixed Assets	
Building Improvements - Solar	171,200.00
Buildings and Improvements	954,800.00
Land	<u>145,200.00</u>
Total Fixed Assets	<u>1,271,200.00</u>
TOTAL ASSETS	<u>1,287,991.90</u>
LIABILITIES & EQUITY	
Liabilities	
Current Liabilities	
Other Current Liabilities	
Note Payable	<u>160,357.43</u>
Total Other Current Liabilities	<u>160,357.43</u>
Total Current Liabilities	<u>160,357.43</u>
Total Liabilities	160,357.43
Equity	
Members Equity	<u>1,127,634.47</u>
Total Equity	<u>1,127,634.47</u>
TOTAL LIABILITIES & EQUITY	<u>1,287,991.90</u>

Negev Investments, LLC
Preliminary Profit & Loss
January through December 2023

	Jan - Dec 23
Net Income	0.00

Negev Investments, LLC
Preliminary Statement of Cash Flows
January through December 2023

	<u>Jan - Dec 23</u>
OPERATING ACTIVITIES	
Adjustments to reconcile Net Income	
to net cash provided by operations:	
Net cash provided by Operating Activities	0.00
INVESTING ACTIVITIES	
Receivables	143,565.53
Buildings and Improvements	-1,126,000.00
Land	-145,200.00
Net cash provided by Investing Activities	-1,127,634.47
FINANCING ACTIVITIES	
Members Equity	1,127,634.47
Net cash provided by Financing Activities	1,127,634.47
Net cash increase for period	0.00
Cash at end of period	<u><u>0.00</u></u>

Negev Investments, LLC
Preliminary Balance Sheet
As of September 30, 2024

	<u>Sep 30, 24</u>
ASSETS	
Current Assets	
Checking/Savings	
Farmers Checking	92.06
Farmers Tax Account	200.00
Total Checking/Savings	<u>292.06</u>
Other Current Assets	
Receivable - Seapiper	16,791.90
Total Other Current Assets	<u>16,791.90</u>
Total Current Assets	17,083.96
Fixed Assets	
Building Improvements - Solar	171,200.00
Buildings and Improvements	954,800.00
Land	145,200.00
Total Fixed Assets	<u>1,271,200.00</u>
TOTAL ASSETS	<u><u>1,288,283.96</u></u>
LIABILITIES & EQUITY	
Liabilities	
Current Liabilities	
Other Current Liabilities	
Member Loan	200.00
Note Payable	160,357.43
Total Other Current Liabilities	<u>160,557.43</u>
Total Current Liabilities	<u>160,557.43</u>
Total Liabilities	160,557.43
Equity	
Members Equity	1,128,034.47
Net Income	-307.94
Total Equity	<u>1,127,726.53</u>
TOTAL LIABILITIES & EQUITY	<u><u>1,288,283.96</u></u>

Negev Investments, LLC
Preliminary Profit & Loss
January through September 2024

	<u>Jan - Sep 24</u>
Ordinary Income/Expense	
Income	
Gift Income	250.00
Total Income	<u>250.00</u>
Gross Profit	250.00
Expense	
Bank Service Charges	0.00
Business Licenses and Permits	250.00
Office Supplies	57.94
Taxes and Licenses	250.00
Total Expense	<u>557.94</u>
Net Ordinary Income	<u>-307.94</u>
Net Income	<u><u>-307.94</u></u>

Negev Investments, LLC
Preliminary Statement of Cash Flows
January through September 2024

	<u>Jan - Sep 24</u>
OPERATING ACTIVITIES	
Net Income	-307.94
Adjustments to reconcile Net Income to net cash provided by operations:	
Member Loan	<u>200.00</u>
Net cash provided by Operating Activities	-107.94
FINANCING ACTIVITIES	
Members Equity	<u>400.00</u>
Net cash provided by Financing Activities	<u>400.00</u>
Net cash increase for period	<u>292.06</u>
Cash at end of period	<u><u>292.06</u></u>

EXHIBIT E-5

**SLA Financial
Statements**

SLA Investments, LLC
Preliminary Balance Sheet
As of December 31, 2023

	<u>Dec 31, 23</u>
ASSETS	
Current Assets	
Checking/Savings	
Checking	237.16
Total Checking/Savings	<u>237.16</u>
Total Current Assets	237.16
Fixed Assets	
Accumulated Depreciation	-214,996.00
Buildings	1,328,597.70
Land	<u>2,109,733.00</u>
Total Fixed Assets	3,223,334.70
Other Assets	
Accumulated Amort, loan fee	-39,793.00
Loan Fees	<u>72,350.00</u>
Total Other Assets	<u>32,557.00</u>
TOTAL ASSETS	<u><u>3,256,128.86</u></u>
LIABILITIES & EQUITY	
Liabilities	
Current Liabilities	
Other Current Liabilities	
Loan payable, Seaton	-7,000.00
Loans payable, Sienna Rose	97,800.00
Tenant Security Deposits Held	<u>13,600.00</u>
Total Other Current Liabilities	<u>104,400.00</u>
Total Current Liabilities	104,400.00
Long Term Liabilities	
Harvest Small Business Finance	1,829,856.95
Member Loans	<u>-6,625.00</u>
Total Long Term Liabilities	<u>1,823,231.95</u>
Total Liabilities	1,927,631.95
Equity	
Capital-Sue Halevy	1,076,854.33
Capital, Alan Gomperts	135,961.11
Capital, Daniel Halevy	135,958.08
Capital, Simon Harkam	103,327.44
Net Income	<u>-123,604.05</u>
Total Equity	<u>1,328,496.91</u>
TOTAL LIABILITIES & EQUITY	<u><u>3,256,128.86</u></u>

SLA Investments, LLC
Preliminary Profit & Loss
January through December 2023

	<u>Jan - Dec 23</u>
Ordinary Income/Expense	
Income	
Rental Income	150,338.75
Total Income	<u>150,338.75</u>
Expense	
Amortization expense	7,235.00
Bank Service Charges	0.00
Depreciation Expense	29,948.00
Franchise taxes paid	800.00
Insurance Expense	4,853.82
Interest Expense	221,104.17
Professional Fees	2,050.00
Repairs and Maintenance	7,000.00
Utilities	951.81
Total Expense	<u>273,942.80</u>
Net Ordinary Income	<u>-123,604.05</u>
Net Income	<u><u>-123,604.05</u></u>

SLA Investments, LLC
Preliminary Statement of Cash Flows
January through December 2023

	Jan - Dec 23
OPERATING ACTIVITIES	
Net Income	-123,604.05
Adjustments to reconcile Net Income to net cash provided by operations:	
Net cash provided by Operating Activities	-123,604.05
INVESTING ACTIVITIES	
Intercompany Accounts	-603,904.30
Accumulated Depreciation	29,948.00
Buildings	-350,962.00
Land	-557,307.00
Accumulated Amort, loan fee	7,235.00
Net cash provided by Investing Activities	-1,474,990.30
FINANCING ACTIVITIES	
Member Loans	-7,125.00
Capital-Sue Halevy	1,496,184.33
Retained Earnings	106,788.97
Net cash provided by Financing Activities	1,595,848.30
Net cash increase for period	-2,746.05
Cash at beginning of period	2,983.21
Cash at end of period	237.16

SLA Investments, LLC
Preliminary Balance Sheet
As of September 30, 2024

	Sep 30, 24
ASSETS	
Current Assets	
Checking/Savings	
Farmers and Merchants Checking	48,566.33
Farmers Tax Account	200.00
Total Checking/Savings	<u>48,766.33</u>
Total Current Assets	48,766.33
Fixed Assets	
Accumulated Depreciation	-214,996.00
Buildings	1,328,597.70
Land	2,109,733.00
Total Fixed Assets	<u>3,223,334.70</u>
Other Assets	
Accumulated Amort, loan fee	-39,793.00
Loan Fees	72,350.00
Total Other Assets	<u>32,557.00</u>
TOTAL ASSETS	<u>3,304,658.03</u>
LIABILITIES & EQUITY	
Liabilities	
Current Liabilities	
Other Current Liabilities	
Loan payable, Seaton	-7,000.00
Loans payable, Sienna Rose	128,100.00
Tenant Security Deposits Held	15,619.10
Total Other Current Liabilities	<u>136,719.10</u>
Total Current Liabilities	136,719.10
Long Term Liabilities	
Harvest Small Business Finance	1,829,856.95
Member Loans	-6,625.00
Total Long Term Liabilities	<u>1,823,231.95</u>
Total Liabilities	1,959,951.05
Equity	
Capital-Sue Halevy	1,076,854.33
Capital, Alan Gomperts	135,961.11
Capital, Daniel Halevy	135,958.08
Capital, Simon Harkam	103,327.44
Retained Earnings	-123,604.05
Net Income	16,210.07
Total Equity	<u>1,344,706.98</u>
TOTAL LIABILITIES & EQUITY	<u>3,304,658.03</u>

SLA Investments, LLC
Preliminary Profit & Loss
January through September 2024

	<u>Jan - Sep 24</u>
Ordinary Income/Expense	
Income	
Rental Income	96,775.00
Total Income	<u>96,775.00</u>
Expense	
Bank Service Charges	0.00
Franchise taxes paid	800.00
Insurance Expense	6,111.97
Interest Expense	57,577.41
Office Supplies	57.94
Repairs and Maintenance	4,727.26
Taxes and Licenses	668.78
Utilities	10,621.57
Total Expense	<u>80,564.93</u>
Net Ordinary Income	<u>16,210.07</u>
Net Income	<u><u>16,210.07</u></u>

SLA Investments, LLC
Preliminary Statement of Cash Flows
January through September 2024

	<u>Jan - Sep 24</u>
OPERATING ACTIVITIES	
Net Income	16,210.07
Adjustments to reconcile Net Income to net cash provided by operations:	
Intercompany Accounts	30,300.00
Tenant Security Deposits Held	<u>2,019.10</u>
Net cash provided by Operating Activities	<u>48,529.17</u>
Net cash increase for period	48,529.17
Cash at beginning of period	<u>237.16</u>
Cash at end of period	<u><u>48,766.33</u></u>

EXHIBIT F
(to be provided)

EXHIBIT G-1

**Schedule of Voting
Classes and Plan
Treatments**

Creditor Class Class 2	Impaired	Entitled to Vote	Description	Plan Treatment				Installments	Interest	Description
				% of Claim	Term					
2.1(b)	X	Y	Third party claims		100% 7 years			Quarterly	No	
2.1(c)	X	Y	Tenant security deposits	xx	xx			xx	xx	Tenant security deposits will be treated per the terms of the tenants' leases
2.1(e)	X	N	Insider Claim		0% xx			xx	xx	Insider claims will be cancelled upon confirmation
2.1(f)	X	Y	County Tax Claim		100% 5 years			Quarterly	7%	
2.2(b)	X	Y	Third party claims		100% 7 years			Quarterly	No	
2.2(c)	X	Y	Tenant security deposits	xx	xx			xx	xx	Tenant security deposits will be treated per the terms of the tenants' leases
2.2(d)	X	N	Insider Claim		0% xx			xx	xx	Insider claims will be cancelled upon confirmation
2.2(e)	X	Y	State Tax Claims		100% 5 years			Quarterly	7%	
2.3(b)	X	Y	Third party claims		100% 7 years			Quarterly	No	
2.3(c)	X	Y	Third party claim secured by non-debtor collateral		50% 7 years			Quarterly	No	
2.3(d)	X	N	Insider Claim		0% xx			xx	xx	Insider claims will be cancelled upon confirmation
2.4(b)	X	Y	Third party claims		100% 7 years			Quarterly	No	
2.4(c)	X	Y	Tenant security deposits	xx	xx			xx	xx	Tenant security deposits will be treated per the terms of the tenants' leases
2.4(d)	X	N	Insider Claim		0% xx			xx	xx	Insider claims will be cancelled upon confirmation
2.4(e)	X	Y	County Tax Claim		100% 5 years			Quarterly	7%	
2.5(b)	X	N	Insider Claim		0% xx			xx	xx	
2.5(c)	X	Y	State Tax Claims		100% 5 years			Quarterly	7%	
2.5(d)	X	Y	County Tax Claim		100% 5 years			Quarterly	7%	
2.6(b)	X	Y	Car lease payment		100% Eff Date			xx	No	Car lease to be assumed
2.6(c)	X	N	Insider Claim		0% xx			xx	xx	Insider claims will be cancelled upon confirmation
2.6(d)	X	Y	Guarantees on co-debtor obligations		0% xx			xx	xx	Creditors will maintain their rights on these guaranties until the principal obligation is paid in full. There will be a temporary injunction against collection on these guaranties during the Plan.
2.6(e)	X	Y	Federal Tax Claims		100% Eff Date			xx	xx	
2.6(f)	X	Y	Guarantees on non-debtor obligations		0% xx			xx	xx	Creditors will maintain their rights on these guaranties.
2.7(b)	X	Y	Third party claims		100% 7 years			Quarterly	No	
2.7(c)	X	N	Insider Claim		0% xx			xx	xx	Insider claims will be cancelled upon confirmation
2.7(d)	X	Y	Guarantees on co-debtor obligations		0% xx			xx	xx	Creditors will maintain their rights on these guaranties until the principal obligation is paid in full. There will be a temporary injunction against collection on these guaranties during the Plan.
2.7(f)	X	Y	Third party claim - co-debtor payment		100% 7 years			Quarterly	No	Primary obligation for services provided to Seaton/Colyton and SLA and paid in Plan by Seaton/Colyton (directly) and SLA (2.4(b))
2.7(g)	X	Y	Guarantees on non-debtor obligations		0% xx			xx	xx	Creditors will maintain their rights on these guaranties.
2.8(b)	X	Y	Third party claims		100% 7 years			Quarterly	No	
2.8(c)	X	Y	Guarantees on co-debtor obligations		0% xx			xx	xx	Creditors will maintain their rights on these guaranties until the principal obligation is paid in full. There will be a temporary injunction against collection on these guaranties during the Plan.
2.8(d)	X	N	Insider Claim		0% xx			xx	xx	Insider claims will be cancelled upon confirmation
2.8(e)	X	Y	Guarantees on non-debtor obligations		0% xx			xx	xx	Creditors will maintain their rights on these guaranties.

Creditor Class	Impaired	Entitled to Vote	Description	Plan Treatment			
Class 3			Secured Claims - Reinstated Loan				
3.6(a)		N	Secured by Oakhurst property; 1st lien	100% xx	xx	xx	These loans are current and will be performed per the terms of the applicable loan agreements, notes, and all other relevant loan documents.
3.6(b)		N	Secured by Tesla car	100% xx	xx	xx	
3.6(c)		N	Secured by Bagley property; 1st lien	100% xx	xx	xx	
3.6(d)		N	Secured by Canfield property; 1st lien	100% xx	xx	xx	
3.6(e)		N	Secured by Greenfield property; 1st lien	100% xx	xx	xx	
3.7(a)		N	Secured by Homer property; 1st lien	100% xx	xx	xx	
3.8(a)		N	Secured by Roxbury property; 1st lien	100% xx	xx	xx	
3.8(b)		N	Secured by Palm property; 1st lien	100% xx	xx	xx	
3.8(c)		N	Secured by Linden property; 1st lien	100% xx	xx	xx	
Class 4			Secured Claims - Restructured Loan				
4.1(a)	X	Y	Secured by parking riser	100% 1 year	Quarterly	No	6.50% Joint obligation with Class 4.2(a); only one Plan payment, no double payment.
4.1(b)	X	Y	Secured by Seaton & Colyton property; 1st lien	100% 3 years	Monthly	Monthly	6.50% Joint obligation with Class 4.2(b); only one Plan payment, no double payment.
4.1(c)	X	Y	Secured by Seaton & Colyton property; 2nd lien	100% 3 years	Monthly	Monthly	6.50% Joint obligation with Class 4.1(b); only one Plan payment, no double payment.
4.2(a)	X	Y	Secured by Seaton & Colyton property; 1st lien	100% 3 years	Monthly	Monthly	6.50% Joint obligation with Class 4.1(c); only one Plan payment, no double payment.
4.2(b)	X	Y	Secured by Seaton & Colyton property; 2nd lien	100% 3 years	Monthly	Monthly	6.50% Joint obligation with Classes 4.4(a), 4.5(a), 4.6(a), 4.7(a), 4.8(a); only one Plan payment, no double payment.
4.3(a)	X	Y	Secured by Broadway property; 1st lien	100% 3 years	Monthly	Monthly	7% payment, no double payment.
4.4(a)	X	Y	Secured by SLA property; 2nd lien	100% 3 years	Monthly	Monthly	Joint obligation with Classes 4.3(a), 4.5(a), 4.6(a), 4.7(a), 4.8(a); only one Plan payment, no double payment.
4.4(b)	X	Y	Secured by SLA property; 1st lien	100% 7 years	Monthly	Monthly	7% payment, no double payment.
4.5(a)	X	Y	Secured by Negev property; 1st lien	100% 3 years	Monthly	Monthly	6% payment, no double payment.
4.6(a)	X	Y	Secured by Greenfield property; 2nd lien	100% 3 years	Monthly	Monthly	Joint obligation with Classes 4.3(a), 4.4(a), 4.6(a), 4.7(a), 4.8(a); only one Plan payment, no double payment.
4.7(a)	X	Y	Secured by Homer property; 2nd lien	100% 3 years	Monthly	Monthly	Joint obligation with Classes 4.3(a), 4.4(a), 4.5(a), 4.7(a), 4.8(a); only one Plan payment, no double payment.
4.8(a)	X	Y	Secured by Palm property; 2nd lien	100% 3 years	Monthly	Monthly	Joint obligation with Classes 4.3(a), 4.4(a), 4.5(a), 4.6(a), 4.7(a); only one Plan payment, no double payment.

** The number following the decimal indicates the Debtor against which the claim is held as follows:

x.1 - Seaton; x.2 - Colyton; x.3 - Broadway; x.4 - SLA; x.5 - Negev; x.6 - A. Gomperts; x.7 - D. Halevy; x.8 - S. Halevy

**All quarterly installment payments are due on the first day of each calendar quarter

PROOF OF SERVICE OF DOCUMENT

I am over the age of 18 and not a party to this bankruptcy case or adversary proceeding. My business address is:

11766 Wilshire Blvd, Suite 730, Los Angeles, CA 90025

A true and correct copy of the foregoing document entitled (*specify*): **DISCLOSURE STATEMENT AND PLAN OF REORGANIZATION – 1ST AMENDED**, will be served or was served (**a**) on the judge in chambers in the form and manner required by LBR 5005-2(d); and (**b**) in the manner stated below:

1. TO BE SERVED BY THE COURT VIA NOTICE OF ELECTRONIC FILING (NEF): Pursuant to controlling General Orders and LBR, the foregoing document will be served by the court via NEF and hyperlink to the document. On (*date*) October 31, 2024, I checked the CM/ECF docket for this bankruptcy case or adversary proceeding and determined that the following persons are on the Electronic Mail Notice List to receive NEF transmission at the email addresses stated below:

See attached NEF Service List

☒ Service information continued on attached page

2. SERVED BY UNITED STATES MAIL:

On (*date*) _____, I served the following persons and/or entities at the last known addresses in this bankruptcy case or adversary proceeding by placing a true and correct copy thereof in a sealed envelope in the United States mail, first class, postage prepaid, and addressed as follows. Listing the judge here constitutes a declaration that mailing to the judge will be completed no later than 24 hours after the document is filed.

☐ Service information continued on attached page

3. SERVED BY PERSONAL DELIVERY, OVERNIGHT MAIL, FACSIMILE TRANSMISSION OR EMAIL (*state method for each person or entity served*): Pursuant to F.R.Civ.P. 5 and/or controlling LBR, on (*date*) October 31, 2024, I served the following persons and/or entities by personal delivery, overnight mail service, or (for those who consented in writing to such service method), by facsimile transmission and/or email as follows. Listing the judge here constitutes a declaration that personal delivery on, or overnight mail to, the judge will be completed no later than 24 hours after the document is filed.

The Honorable Vincent Zurzolo (via Priority Mail)
United States Bankruptcy Court
255 E Temple St Suite 1360
Los Angeles, CA 90012

☐ Service information continued on attached page

I declare under penalty of perjury under the laws of the United States that the foregoing is true and correct.

October 31, 2024

Date

Martha E. Araki

Printed Name

/s/ Martha E. Araki

Signature

Seaton Investments, LLC – Jointly Administered

1. TO BE SERVED BY THE COURT VIA NOTICE OF ELECTRONIC FILING (NEF):

- Attorneys for Corporate Debtors Seaton Investment, LLC, Colyton Investments, LLC, Broadway Avenue Investments, LLC, Negev Investments, LLC, SLA Investments, LCC.: **Derrick Talerico:** dtalerico@wztslaw.com; maraki@wztslaw.com; sfritz@wztslaw.com; admin@wztslaw.com
- Attorneys for Individual Debtors Alan Gomperts, Daniel Halevy, Susan Haley: **Zev Shechtman, Carol Chow, Turner Falk, Ryan Coy:** zev.shechtman@saul.com; zshechtman@ecf.inforuptcy.com; carol.chow@saul.com; easter.santamaria@saul.com; turner.falk@saul.com; ryan.coy@saul.com
- Attorneys for Creditor First Foundation Bank: **Scott R Albrecht:** scott.albrecht@sgsattorneys.com; jackie.nguyen@sgsattorneys.com
- Attorneys for Creditor Korth Direct Mortgage, Inc.: **Tanya Behnam:** tbehnam@polsinelli.com; tanyabehnam@gmail.com; ccripe@polsinelli.com; ladocketing@polsinelli.com
- Attorneys for Creditor Los Angeles County Treasurer and Tax Collector: **Jacquelyn H Choi:** jacquelyn.choi@rimonlaw.com; docketingsupport@rimonlaw.com
- Attorneys for Creditor United States of America on behalf of the Internal Revenue Service: **Robert F Conte:** robert.conte@usdoj.gov; caseview.ecf@usdoj.gov; usacac.tax@usdoj.gov
- Courtesy NEF/Interested Party: **Christopher Cramer:** secured@becket-lee.com
- Attorneys for Creditor Archway Real Estate Income Fund I SPE I, LLC: **Michael G. Fletcher, Bruce D. Poltrock, Paige Selina Poupart, Gerrick Warrington:** mfletcher@frandzel.com; ppoupart@frandzel.com; gwarrington@frandzel.com; bpoltrock@frandzel.com; sking@frandzel.com; achase@frandzel.com
- Attorneys for Creditor Wells Fargo National Bank West: **Todd S Garan:** ch11ecf@aldridgepite.com; TSG@ecf.inforuptcy.com; tgaran@aldridgepite.com
- Attorneys for Creditor Los Angeles County Treasurer and Tax Collector: **Richard Girgado:** rgirgado@counsel.lacounty.gov
- Attorneys for Creditor Harvest Small Business Finance, LLC: **Jacqueline L James:** jjames@hrhlaw.com
- Courtesy NEF/Interested Party Avi Muhtar: **Avi Edward Muhtar:** amuhtar@eaccidents.com
- Attorneys for Creditor Wells Fargo Bank, N.A.: **Jennifer C Wong:** bknotice@mccartyholthus.com; jwong@ecf.courtdrive.com
- US Trustee's Office: ustpreion16.la.ecf@usdoj.gov; **Kelly L. Morrison:** Kelly.l.morrison@usdoj.gov